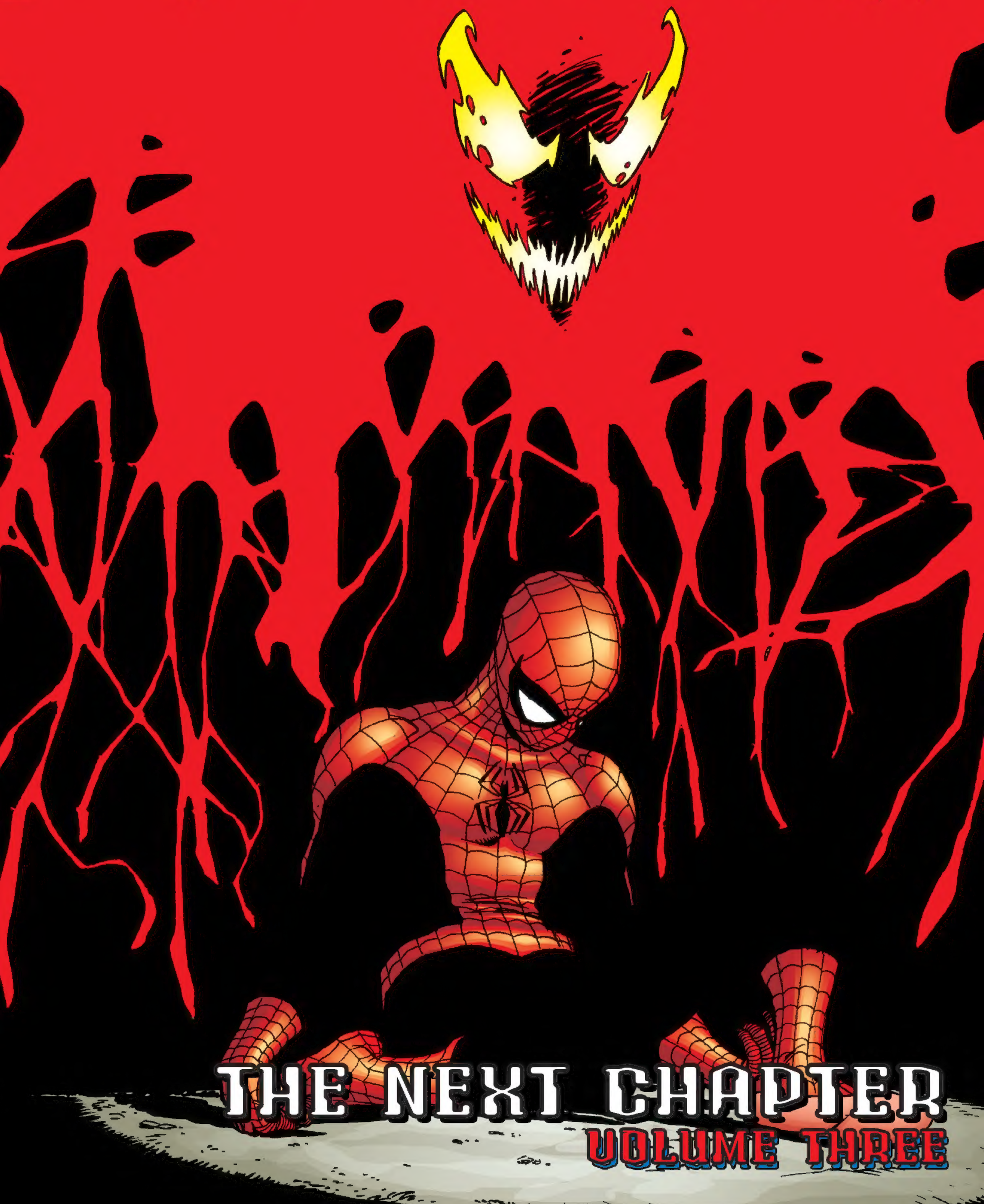
MARVEL

SPIDER-MAN



THE NEXT CHAPTER

VOLUME THREE

SPIDER-MAN

THE NEXT CHAPTER

VOLUME THREE

SPIDER-MAN

THE NEXT CHAPTER

VOLUME THREE

WRITERS
JOHN BYRNE & HOWARD MACKIE WITH GREGORY WRIGHT & A.A. WARD
PENCILERS
JOHN BYRNE, LEE WEEKS, GRAHAM NOLAN, JOHN ROMITA JR., KLAUS JANSON & ERIK LARSEN WITH ANDY KUHN
INKERS
AL MILGROM, ROBERT CAMPANELLA, DAN GREEN, RANDY ELLIOTT, SCOTT HANNA, KLAUS JANSON, JOHN ROMITA & JOHN BEATTY WITH HARRY CANDELARIO
COLORISTS
JOE ROSAS, GREGORY WRIGHT, STEVE OLIFF & STEVE BUCCELLATO
LETTERERS
JOHN BYRNE, DAVE SHARPE AND RICHARD STARKINGS & COMICRAFT'S LIZ AGRAPHIOTIS & TROY PETERI
EDITOR
RALPH MACCHIO

COVER ARTISTS
JOHN ROMITA JR. & SCOTT HANNA

COLLECTION EDITOR
MARK D. BEAZLEY
ASSISTANT EDITORS
NELSON RIBEIRO & ALEX STARBUCK
EDITOR, SPECIAL PROJECTS
JENNIFER GRÜNWALD
SENIOR EDITOR, SPECIAL PROJECTS
JEFF YOUNGQUIST
RESEARCH
ROB LONDON
LAYOUT
JEPH YORK
PRODUCTION
RYAN DEVALL & JESSI CHAMPION

SENIOR VICE PRESIDENT OF SALES
DAVID GABRIEL
SVP OF BRAND PLANNING & COMMUNICATIONS
MICHAEL PASCIULLO
DIGITAL MANAGER/PRODUCTION
TIM SMITH 3
DIGITAL PRODUCTION
KOU CHEN

EDITOR IN CHIEF
AXEL ALONSO
CHIEF CREATIVE OFFICER
JOE QUESADA
PUBLISHER
DAN BUCKLEY
EXECUTIVE PRODUCER
ALAN FINE

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

MARVEL COMICS®

#13

WWW.MARVEL.COM

THE AMAZING SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

WHY DOES THE WEBSPINNER HAVE TO REACH MJ--™

--BEFORE SHE'S GONE?

PLUS! WHO IS THE MYSTERY VILLAIN HOT ON SPIDEY'S TRAIL?

SEE THE ANSWERS INSIDE!

MACKIE BYRNE MILGROM

60 YEARS OF SUPER HEROES

At a demonstration on Radiology, high school student PETER PARKER was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Petervowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power must also come Great Responsibility. Stan Lee Presents THE AMAZING SPIDER-MAN in:

Time Enough...?

THE HERO.

THE SUPERMODEL.

THE VILLAIN.

AND AN ORDINARY GUY.

LIFE IS A SERIES OF COLLISIONS AND NEAR MISSES.

THIS STORY IS ABOUT LIFE.

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

SPIDER-MAN.

THIS IS WHAT I NEEDED TO CLEAR MY HEAD. A LITTLE WEB SWINGING...

...SOME AERIAL ACROBATICS...

... AND ...

...AN ARMORED CAR HEIST!

THIS WILL HELP ME GET SOME PERSPECTIVE ON WHAT'S GOING ON BETWEEN MARY JANE AND ME.

WE'VE BEEN THROUGH TOUGHER SPOTS IN OUR MARRIAGE THAN THIS!

THE STALKER BUSINESS IS DONE WITH...

See issue #12 of Peter Parker: Spider-Man... and if you DO... let US see it!-- Ralf.

WE'VE GOT IT ALL! LET'S HIT IT!

UNDER TWO MINUTES! BETTER THAN WE PLANNED! WE'LL BE HALFWAY TO JERSEY BEFORE THE COPS EVEN GET HERE!

WHAT THE --?! I'VE GOT THE PEDAL TO THE FLOOR AND WE AIN'T MOVING! CHECK OUTSIDE!

THE WHEELS--! THEY'RE OFF THE GROUND!

HI-YA!

HE FORGOT. I KNOW HE DID.

MARY JANE PARKER.

PETER'S NOT COMING, AUNT MAY.

AND I CAN'T WAIT... NOT ANYMORE.

Oh -- MARY JANE, DEAR... YOU'VE GOT TO WAIT FOR PETER.

I'M SURE THAT THERE'S A REASON FOR HIS DELAY AND... WELL...

...YOU SIMPLY CAN'T GO AWAY WITH THINGS LIKE THIS GOING ON BETWEEN YOU.

I'M SORRY, AUNT MAY, I REALLY DON'T WANT TO PUT YOU IN THE MIDDLE OF THIS, BUT I'VE GOT TO GO.

PETER KNEW I HAD THIS FLIGHT FOR A PHOTO SHOOT AND HE PROMISED TO BE HERE, SO THAT WE CAN TALK... ABOUT THINGS... BEFORE I LEFT.

I'M *SURE* HE'S ON HIS WAY, DEAR. PROBABLY GOING TO WALK RIGHT IN THROUGH THAT DOOR AT ANY SECOND.

WELL -- YOU CAN TELL HIM HE CAN COME TO THE AIRPORT IF HE GETS HERE.

NOT THAT THAT WORKED IN THE PAST!

COULDN'T YOU CATCH A LATER FLIGHT, DEAR? IF YOU LEAVE NOW... I DON'T KNOW *HOW* PETER WILL CATCH UP WITH YOU.

HE'LL FIND A WAY.

BYE! LOVE YOU!

ME YOU, TOO. DEAR. ME YOU, TOO.

THE ROCKET RACER.

YOU DIDN'T REALLY THINK WE WERE *FRIENDS, FARRELL?*

WHAT WOULD A GUY LIKE *ME* SEE IN SOMEONE LIKE *YOU?*

IT WAS ALL PART OF MY PLAN FROM THE GET-GO.

I SPEND ALL THOSE MONTHS MAKING YOU *THINK* I WAS YOUR FRIEND JUST TO GET YOU TO TRUST ME ENOUGH...

...TO SHOW ME WHERE YOU KEPT THE GOODS.

YOU'LL *NEVER* GET AWAY WITH THIS *TROY.* I --

YOU WON'T DO ANYTHING, ROBERT!

Oh, AND BY THE WAY, MY REAL NAME ISN'T TROY!

YOU FELL FOR EVERYTHING... EVERY LIE I TOLD YOU.

GOOD-BYE, ROBERT, AS A TOKEN OF MY APPRECIATION I AM NOT GOING TO KILL YOU AS ORDERED.

BUT DO NOT TRY AND FOLLOW ME!

...AND I'VE GOT A JOB TO DO!

YOU'RE NOBODY NOW...

...I AM THE ROCKET RACER...

AT THAT MOMENT...

TAXI!

WHAT AM I *THINKING?*

I SHOULD HAVE HAD A CAR SENT FOR ME.

A *TAXI?*

IT'S NOT LIKE MY MOST *RECENT* EXPERIENCE WITH A TAXI WAS THE MOST PLEASANT.

See PETER PARKER: SPIDER-MAN#12 -- Recent Ralf.

MEANWHILE, ONE BLOCK AWAY...

WHAT KIND OF *MORON* AM I?

I HAVE GOT A PRETTY *SWEET* LIFE!

WELL... NO *LOLLIPOP*-EATING MAD BOMBER STALKERS HERE --

-- I THINK!

ACTUALLY... I'D RATHER NOT THINK ABOUT THAT, WHOEVER HE WAS...

...AND HOW HE JUST CALMLY BLEW HIMSELF UP IN FRONT OF ME.

AS A MATTER OF FACT... THERE'S A LOT ABOUT MY CURRENT LIFE I'D RATHER *NOT* THINK ABOUT.

TWO PRETTY COOL JOBS...

ONE IN WHICH I GET TO TAKE PICTURES OF ALL SORTS OF FUN THINGS... AND GET THE *DAILY BUGLE* TO *PAY* FOR THEM!

AND THE OTHER IS JUST AN EXTENSION OF MY CHILDHOOD SCIENCE FASCINATION.

ONLY NOW *TRICORP* IS PROVIDING ME WITH A STATE OF THE ART LABORATORY SETTING TO PLAY WITH!

I GET TO BOUNCE AROUND, SWING AND CLIMB THE SKYLINE OF THE BEST CITY IN THE WORLD IN TIGHTS!

HOBNOB WITH THE LIKES OF THE AVENGERS... BATTLE SUPER-VILLAINS... AND SAVE THE WORLD ON A REGULAR BASIS!

SURE... THE PUBLIC THINKS I'M A CRIMINAL AND J. JONAH JAMESON LIKES TO CRUCIFY ME IN HIS EDITORIALS WHENEVER POSSIBLE, BUT...

...I'M ***MARRIED TO A SUPERMODEL*** WHO LOVES ***ME!***

I'M THINKING I'VE GOT ***WAY*** MORE CHECKS IN THE PLUS COLUMN THAN IN THE MINUS!

TIME TO GET REAL... ENJOY IT ALL...

...AND MAKE SURE ***MJ*** KNOWS JUST HOW MUCH I ***LOVE*** HER!

HI, AUNT MAY, I'M HOME!

Oh, PETER DEAR, I --

MJ AROUND?

LEFT? FOR WHERE?

HER PHOTO SHOOT... THE AIRPORT... HER FLIGHT LEAVES --

TOMORROW! I'M POSITIVE SHE SAID --

SHE'S ALREADY LEFT.

I'M SORRY, DEAR.

NO.
NO.
NO.
NO.
NO.
I CAN'T BE DOING THIS!
NOT AGAIN!
AUNT MAY HAS GOT TO BE MISTAKEN. SHE'S --
-- GONE!
GOT TO GET TO THE AIRPORT.
GOT TO TALK TO MJ.
I'VE GOT TO!
PETER?
PETER, DEAR?
NOW WHERE COULD THAT BOY HAVE GOTTEN TO?
AND...
THIS ROCKET RACER SET-UP IS FAR BETTER THAN I HAD IMAGINED.
EVEN THE SIMULATIONS I WAS RUN THROUGH DIDN'T BEGIN TO MATCH THIS.
I SHOULD PROBABLY HEAD OFF FOR THE MISSION, BUT...

...MIGHT AS WELL HAVE SOME *FUN!*

WHAT THE --?

IT'S *HIM!*

WHAT ARE THE *ODDS* I'D RUN INTO SPIDER-MAN ON MY FIRST DAY OUT?

Oh... IT DOESN'T GET BETTER THAN *THIS!*

THIS IS GOING TO BE *VERY* GOOD!

HARRY SLOAN.

ORDER UP, HARRY! AND MAKE IT QUICK... THE GUY'S IMPATIENT AND I NEED A BIG TIP!

YOU'VE GOT IT, DARLIN'!

WOULDN'T WANT TO SEE A SWEET THING LIKE YOU FLUNK OUT OF SCHOOL BECAUSE YOU CAN'T MAKE THE TUITION!

AND ONCE I'M DONE WITH THE LUNCH RUSH... I'M GOING TO TAKE OUT THE TRASH.

IT'S CATCHING UP WITH ME BACK HERE!

LARD

THIS IS *SILLY.*

I SHOULD BE HOME... WITH PETER... NOT HEADING OFF TO THE OTHER SIDE OF THE WORLD.

HOW CAN I LOVE HIM *SO* MUCH AND STILL BE *SO* ANGRY WITH HIM?

HERE'S YOUR TERMINAL, MA'AM.

I SHOULD TURN AROUND... FORGET THE SHOOT... AND GO BACK TO PETER.

I *KNOW* WE CAN WORK THINGS OUT.

BUT I WISH *HE* WANTED TO AS MUCH AS I DO.

WHY DIDN'T HE SHOW UP?

TAXI

WHAT IS *WRONG* WITH ME?

ALL SHE WANTS IS FOR ME TO BE THERE FOR HER... *SOMETIMES!*

SHE DESERVES *THAT* MUCH.

SHE DESERVES *MORE!*

AND I'M GOING TO GIVE IT TO HER.

I'M GOING TO --

-- Oh, MAN!

NOT NOW! *PLEASE...* NOT NOW!

IT'S JUST A MUGGING.

IF I KEPT SWINGING BY... PROBABLY NO ONE WOULD BE HURT... PROBABLY THE COPS WOULD SHOW UP...

PROBABLY...

THAT'S WHAT I THOUGHT WHEN I WAS FIRST STARTING OUT.

I LET A THIEF ESCAPE WHEN I HAD A CHANCE TO DO SOMETHING.

AND THEN...

...HE KILLED MY UNCLE BEN...

I *PROMISED* I'D NEVER LET THAT HAPPEN AGAIN... NEVER LET AN INNOCENT COME TO HARM IF I COULD HELP IT.

AND I *WON'T!*

SPIDER-MAN?

OOPH!!

UGH!!

WON'T BE BUT A MINUTE, SIR!

AND I'D APPRECIATE IT IF YOU COULD JUST HANG AROUND LONG ENOUGH FOR THE POLICE TO ARRIVE!

WITH PLEASURE... SPIDER-MAN!

KRAK

POLICE!

WE'RE COMING IN!

ELSEWHERE...

IT'S ABOUT TIME!

HE'S RIDING A SKATEBOARD THAT'S BEEN SOUPED UP BEYOND WHAT IT COULD EVER DO BEFORE!

HE DOESN'T KNOW WHAT HE'S DEALING WITH.

I DIALED 911 WITH MY TONGUE HALF AN HOUR AGO!

SORRY. WE HAD A --

IT DOESN'T MATTER!

YOU'VE GOT TO FIND THE GUY WHO'S PRETENDING TO BE THE ROCKET RACER!

POLICE

SOMEONE'S GONNA GET HURT...

"...AND IT'S PROBABLY GOING TO BE *HIM!*"

THIS IS *TOO* COOL!

I HAD NO IDEA HOW MUCH RAW POWER THIS THING CONTAINED.

I SHOULD BE ABLE TO CATCH UP TO SPIDER-MAN WITH NO PROBLEM AT ALL.

BUT... JUST TO MAKE SURE...

KTAZZ

...TIME FOR A LITTLE *SHORT CUT!*

SPIDER-MAN DOESN'T STAND A *CHANCE!*

AND THEN...

...ON TO THE *REAL* JOB!

YAHOO!

LOOK OUT, SPIDER-MAN...

...THE ROCKET RACER IS COMING FOR YOU!

SO... IF I HEAD DOWN THE EAST SIDE, AND CROSS AT THE BROOKLYN BRIDGE, I CAN CUT ACROSS BROOKLYN TO JFK AIRPORT.

NO.

THE 59TH STREET BRIDGE... THROUGH QUEENS... MY OLD STOMPING GROUNDS, AND RIGHT DOWN TO THE AIRPORT AND --

--Oh, COME ON!

TODAY! EVERYTHING HAS TO HAPPEN TODAY?!

SON, YOU'VE GOT TO RECONSIDER. YOUR LIFE IS --

WHAT DO YOU THINK I'VE BEEN DOING OUT HERE FOR THE PAST HOUR, REVEREND?

I'VE BEEN *RECONSIDERING* MY LIFE UNTIL MY HEAD FEELS LIKE IT'S GOING TO EXPLODE, BUT...

...YOU'RE RIGHT.

THIS ISN'T THE WAY. I DON'T KNOW WHAT I WAS THINKING.

CAN YOU GIVE ME A HAND, REVEREND? I WANT TO COME IN.

OF COURSE, MY SON --

WHOA!

THE WIND!

HELP...

NO!

...ME!

THWIP

THWIP

THWIP

Oh MY.

I'M THINKING THOSE PRAYERS OF YOURS WORKED, REVEREND.

"THANK YOU."

HERE WE GO, SPIDER-MAN.

I TAKE YOU OUT... THEN FINISH MY *REAL* JOB...

...AND I'VE GOT IT *MADE!*

WHAT *THE* --?

FWAP

Oh, BOY!

SORRY.

A SHORT TIME LATER...

JOHN F. KENNEDY INTERNATIONAL AIRPORT.

HURRY HURRY HURRY HURRY HURRY HURRY!

MINUTES LATER...

I CAN MAKE IT.

I *KNOW* I CAN.

YES! A *SHORT* LINE!

SORRY, KID, NO ADMITTANCE INTO THE BOARDING AREA WITHOUT A TICKET.

BUT... I... MY WIFE... SHE --

NO EXCEPTIONS.

GOT TO THINK.

CAN'T GIVE UP NOW.

I'VE GONE TOE-TO-TOE WITH THE GREEN GOBLIN -- DOCTOR OCTOPUS, FOR HEAVEN'S SAKE!

I'M *NOT* GOING TO BE STOPPED BY AN AIRPORT SECURITY POLICY.

THERE'S GOT TO BE *SOME* WAY AROUND IT.

YES...

...THERE DOES.

YOU LET ME KNOW *ANYTHING* I CAN DO TO MAKE YOUR FLIGHT MORE ENJOYABLE, Ms. PARKER, 'KAY?

SURE. THANKS.

I SHOULD BE GETTING OFF THE PLANE NOW...

...HEADING BACK TO MY HUSBAND.

MY LIFE WITH PETER IS MORE IMPORTANT THAN ANY PHOTO SHOOT... THAN ANY CAREER.

WHY AM I NOT STOPPING?

WELCOME ABOARD PAN-GLOBAL AIRWAYS FLIGHT 9171...

FINE.

AS SOON AS I GET THERE I'M CALLING PETER AND TELLING HIM TO CATCH THE NEXT FLIGHT OUT.

HE AND I ARE GOING TO BE *HAPPY*... IF I'VE GOT TO *KILL* HIM TO DO IT!

EXCUSE ME, MISS, BUT YOU LOOK A LITTLE UNHAPPY.

IS IT THE FLYING? I'VE ALWAYS BEEN A LITTLE NERVOUS ABOUT AIRPLANES MYSELF.

Oh...NO... IT'S JUST THAT I'VE GOT A LOT OF STUFF ON MY MIND.

WELL, I KNOW YOU YOUNG GIRLS ARE ALWAYS WATCHING YOUR FIGURES...

...AND I'M SURE YOUR MOTHER TOLD YOU TO NEVER TAKE CANDY FROM STRANGERS...

...BUT I'VE ALWAYS FOUND THAT THERE'S NO BETTER PICK-ME-UP THAN...

...A NICE NEW *LOLLIPOP!*

THE FLAVOR SIMPLY *EXPLODES* IN YOUR MOUTH!

HAVE ONE?

TAHITI
AWAITS YOU

SOMETIME LATER...

WHEREVER DID YOU GET TO, PETER? I WAS WORRIED SICK ABOUT YOU.

SORRY, AUNT MAY... I...Er...

...TOOK THE FIRE ESCAPE, SO THAT I WOULDN'T HAVE TO WAIT FOR THE ELEVATOR.

AND..?

DID YOU CATCH HER?

NO... I DIDN'T.

WHAT ARE YOU GOING TO DO NOW, DEAR?

I'M GOING TO WAIT FOR HER TO CALL ME WHEN SHE GETS THERE... AND THE...

...I'M GOING TO FIND MY WIFE!

MAYDAY! MAYDAY!

THIS FLIGHT 9171! WE HAVE AN EMERGENCY!

WE'RE LOSING ALTITUDE! WE'RE --

FRAK-OUT!

LIFE.

A SERIES OF NEAR MISSES.

AND MISSED OPPORTUNITIES.

The End

story and art
THE HON. JOHN BYRNE

script
HOWARD MACKIE

AL MILGROM
inks

JOE ROSAS
colors

RICHARD STARKINGS & COMICRAFT'S LIZ AGRAPHIOTIS
letters

RALPH MACCHIO
editor

BOB HARRAS
chief

'BYE, LIZ!
WE'LL MISS YOU!

MARVEL® COMICS

PETER PARKER™ SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

#13

WWW.MARVEL.COM

MACKIE
WEEKS
CAMPANELLA

WHEN CARNAGE™ COMES CALLING!

60 YEARS of SUPER HEROES

YES, LADIES AND GENTLEMEN, SPIDER-MAN AND VENOM ARE ON THE ROPES!

CARNAGE IS CLEARLY DOMINATING THIS FIGHT!

AND THE CROWD...

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

...GOES WILD!

CAR-NAGE! CAR-NAGE! CAR-NAGE!

AH! MY ADORING PUBLIC.

WHAT SHALL I DO NEXT?

EVISCERATE DA BUMS!

YEAH! CUT THEIR HEARTS OUT!

CUT IT OUT! CUT IT OUT! CUT IT OUT!

YOU HEARD THEM, CHAPPIES...

...THEY WANT BLOOD!

AND WHAT MY FANS WANT...

At a demonstration on Radiation, high school student Peter Parker was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power must also come Great Responsibility. Stan Lee Presents: **THE AMAZING SPIDER-MAN** in:

Living in Oblivion!

HOWARD MACKIE/LEE WEEKS/ROBERT CAMPANELLA Story & Art
GREGORY WRIGHT Colors RS & COMICRAFT'S TROY PETERI Letters
RALPH MACCHIO Editor BOB HARRAS Editor In Chief

CAR-NAGE!
CAR-NAGE!
CAR-NAGE!

LET ME HEAR IT!

...THEY GET!

CUT IT OUT!
CUT IT OUT!
CUT IT OUT!

CAR-NAGE!
CAR-NAGE!

1998 WORLD CHAMPIONS

CUT IT OUT!
CUT IT OUT!
CUT IT OUT!

YES!

YES...
YES...
HEY!
I SAID...
NO!
CUT IT OUT!
YOU'RE HAVING ANOTHER ONE OF YOUR DREAMS, YOU MORON!
NOW *SHUT UP* BEFORE I GIVE YOU MY BATON ACROSS THAT SKULL OF YOURS.
WHAT'SA MATTER, CLETUS? NO SMART MOUTH REMARKS?
NO *THREATS* OF RIPPING MY HEART OUT AND EATING MY BRAIN?
NOT SO TOUGH NOW THAT VENOM CAME AND TOOK BACK THAT LITTLE ALIEN COSTUME OF YOURS...ARE YOU?
I WILL BE AGAIN.
SOON.
YOU'LL SEE.

AT THAT MOMENT, AT THE MANHATTAN PENTHOUSE APARTMENT OF PETER, MARY JANE AND MAY PARKER...

RRRRING

OH MY... SOMEONE'S COMING UP IN THE ELEVATOR, TOO!

BING

HELLO! PARKER RESIDENCE. MAY PARKER SPEAKING. COULD YOU HOLD ON FOR ONE MOMENT, PLEASE?

JILL AND ARTHUR STACY! WHAT A PLEASANT SURPRISE. I'LL BE WITH YOU IN A SECOND. I JUST ANSWERED THE PHONE AND --

-- EXCUSE ME?

NO, PETER IS MY NEPHEW AND HE IS OUT RIGHT NOW, BUT --

YES, MARY JANE PARKER IS --

-- WHY? YES, I KNOW SHE WAS FLYING YOUR AIRLINE TO --

-- YES. I'LL HAVE PETER CALL YOU AS SOON AS HE GETS IN.

OH, MAY... I'M SO SORRY.

AT THAT MOMENT, PETER PARKER, SPIDER-MAN, DOES WHATEVER A SPIDER CAN...

THIS IS EXACTLY WHAT I NEEDED.

A RELATIVELY LOW CRIME NIGHT WITH NO SUPER-VILLAINS.

IT'S WHAT I NEED TO CLEAR THE COBWEBS FROM MY HEAD AND HELP ME REALIZE THAT...

...I AM AN IDIOT!

I'M MARRIED TO A GORGEOUS SUPERMODEL WHO IS TOTALLY IN LOVE WITH ME *AND* WHO I TOTALLY LOVE IN RETURN, AND WHAT DO I DO...?

LET HER FLY OFF HALFWAY AROUND THE WORLD WITHOUT ME, WITHOUT US RESOLVING *ANY* OF THE PROBLEMS WE'VE BEEN HAVING LATELY.

I *KNOW* WE MARRIED YOUNG, BUT...I'M OLD ENOUGH TO KNOW BETTER.

TIME TO DROP THE "GOT TO SAVE THE WORLD" COMPLEX AND DEAL WITH WHAT'S IMPORTANT TO *ME* FOR A CHANGE!

ALL I'VE GOT TO DO IS GO HOME, CALL HER MANAGER AND GET HIM TO BOOK ME A FLIGHT TO *WHEREVER* IT IS SHE IS...AND MAKE UP WITH MY *WIFE!*

OOOPS!

BUT FIRST...

NOT A PROBLEM... JUST A LITTLE ACCIDENT --

OKAY...A *BIG* ACCIDENT, BUT NOT A BIG DEAL.

IT OF CORRECTIONS

I'LL JUST MAKE SURE EVERYONE IS SAFE, AND THEN I'M PACKING FOR PARTS UNKNOWN!

GOT TO MAKE SURE I BRING MY *BLUE* SHIRT.

MJ *LOVES* ME IN THAT SHIRT.

GEEZ! I HOPE IT'S NOT IN THE WASH!

I THINK IT WAS UNDER THE BED THE LAST TIME I SAW IT.

I --

STAY HERE AND DON'T MOVE. AN AMBULANCE IS ON ITS WAY.

BE RIGHT BACK.

THWIP

THWIP

DEPARTMENT OF CORRECTIONS

HMMPH! DEPARTMENT OF CORRECTIONS.

THWAPP

OKAY, OFFICERS, LET'S MOVE IT! MY WEBBING IS *STRONG*, BUT...I DON'T WANT TO RISK IT!

-:KOFF KOFF:- THE *PRISONER!* WE WERE TRANSFERRING HIM TO A MAXIMUM SECURITY PRISON WHEN...

...THE CAB CAME OUT OF NOWHERE, AND THEN THE SMOKE AND FIRE...DID HE GET AWAY? HE *CAN'T* HAVE... -:KOFF:- HE--

HE *WHO?*

KASADY --

SHRIP

WHAT? DID YOU SAY --?

KASADY? CLETUS KASADY?

YES. UNLESS HE WAS STILL IN THE BUS...

...CARNAGE IS ON THE LOOSE.

ELSEWHERE...

YOU JUST LET IT OUT, JILL DEAR. JUST LET IT OUT.

IT CAN'T BE... HOW COULD SOMETHING LIKE THIS HAPPEN?

I DON'T KNOW, DEAR. I JUST DON'T KNOW.

I CONTACTED ANNA WATSON IN FLORIDA, MAY. SHE'LL BE HERE IN THE MORNING.

THANK YOU, ARTHUR.

THANK YOU *ALL.*

MR. AND MRS. JAMESON, MR. ROBERTSON... ALL OF YOU...I CAN'T BEGIN TO TELL YOU HOW THANKFUL I AM THAT PETER AND MARY JANE... HAVE SUCH CARING FRIENDS.

MS. PARKER, I'VE BEEN IN CONTACT WITH AN OLD FRIEND I HAVE ON THE NATIONAL TRANSPORTATION SAFETY BOARD.

HE WILL KEEP ME INFORMED ON *ANY* REPORTS OF... SURVIVORS.

THANK YOU SO MUCH.

ALL WE CAN DO IS *PRAY* THAT HE HAS GOOD NEWS FOR US.

MS. PARKER...MA'AM, HAS ANYONE HEARD FROM PETER?

DOES HE EVEN *KNOW* WHAT HAPPENED?

HE'S BEEN OUT ALL NIGHT.

AND I PRAY THAT HE DOESN'T FIND OUT WITHOUT MY BEING THERE.

PETER HAS ALWAYS BEEN SUCH A FRAIL BOY.

THIS NEWS...I DON'T KNOW *WHAT* IT WILL DO TO HIM.

MEANWHILE...

NO. IT CAN'T BE KASADY.

THE LAST TIME I SAW HIM THE *SILVER SURFER* HAD ENCASED HIM IN A SUPPOSEDLY UNBREAKABLE SHELL OF ETHEREAL ENERGY.*

AND WHATEVER ELSE YOU MIGHT SAY ABOUT THE SURFER... HE IS NOT PRONE TO HYPERBOLE. IF HE SAID IT WAS UNBREAKABLE...

BUT THE GUARDS SAID ONE DAY THEY SHOWED UP AT HIS CELL AND THERE WAS CARNAGE...FORTUNATELY THEY'D TAKEN ALL THE NECESSARY PRECAUTIONS TO KEEP KASADY AND HIS SYMBIOTE CONTAINED.

AND THEN ONE DAY, EVERYONE'S FAVORITE KILLER, *VENOM*, SHOWS UP TO RECLAIM HIS SYMBIOTE.

* It happened in Amazing Spider-Man #431 -- Rememberin' Ralf.

KASSADY

AND THE GUARDS ARE LEFT WITH JUST LITTLE OLD CLETUS KASADY, SANS ALIEN SYMBIOTE, TO DEAL WITH.

OF COURSE KASADY IS A KNOWN SERIAL KILLER WITH A BODY COUNT HIGHER THAN THAT OF JACK THE RIPPER, SO...

...ANYTHING'S POSSIBLE WHERE HE'S CONCERNED.

AT THAT MOMENT...

I APPRECIATE YOUR HELP, GENTLEMEN.

I'M ON A *MISSION,* YOU KNOW.

IT'S JUST THIS NAGGING FEELING, THE KIND THAT ITCHES YOU BEHIND YOUR EYEBALLS, YOU KNOW?

I'VE GOT SOMEWHERE TO GO.

SOME HIGHER CALLING.

I DON'T KNOW WHAT IT IS, OR *WHERE* I'M HEADING YET, BUT...I'LL GET THERE!

J.P. BRADFORD HARDWARE, INC

FIRST...

...I'M GOING TO PAINT THE TOWN *RED!*

THIN-OUT

A SHORT TIME LATER...

ARE YOU SURE YOU DON'T WANT FOR ME TO STAY WITH YOU, JILL?

THANKS, DAD, BUT I'M JUST GOING TO LET AUNT MAY SLEEP AND WAIT AROUND FOR PETER TO SHOW UP.

YOU CALL ME IF YOU NEED ME.

EVERYTHING WILL BE OKAY, DEAR.

WE *HAVE* TO BELIEVE THAT.

SOMETIME LATER...

STOP! DO YOU HEAR ME...CARNAGE SAYS STOP!

I WANT VENOM AND SPIDER-MAN TO SHOW THEIR FACES NOW!

I'M GOING TO SHOW THE WORLD HOW I STRANGLE THEM WITH THEIR OWN INNARDS, SUCK THE MARROW FROM THEIR BONES AND...

...I'M GOING TO START CARVING UP ALL YOU PRETTY LITTLE PEOPLE UNTIL THEY APPEAR!

WHAT'RE YOU ALL LOOKING AT ME LIKE THAT FOR?!

387

MAIN ENTRANCE

Leiala

I'M CARNAGE!

I AM DEATH INCARNATE!

YOU ARE A NUT WHO HAD BETTER MOVE HIS SCRAWNY TAIL OFFA THIS CAR... NOW!

HEY! YOU LISTENIN' TO ME?!

GET OFFA THE CAR BEFORE I --

TAKE YOUR HANDS OFF OF ME!

WHAT THE --?

YOU ALMOST CUT ME!

MY HAND... IT'S...

SSWWIIPH

...PAINT?

I DON'T CARE. I'M JUS' GONNA POP YOU AND --

-- WHAT --?

THE KINGPIN. WHY IS HE TELLING ME TO STOP?

WANTS ME TO LOOK *UP?*

AT WHAT?

HOLEE JEEZ!

SPIDER-MAN!

COMING AT YOU, CLETUS!

NO! I AM CARNAGE AND YOU...

THUMP

...DON'T STAND A CHANCE!

GIVE IT A REST, CLETUS, WILL YA?

THAT'S RED PAINT YOU'RE WEARING.

YOUR SYMBIOTE IS LONG GONE.

AND WITH IT WENT YOUR STRENGTH --

LIAR!

THWOMP

MY *OTHER* WOULD *NEVER* LEAVE ME UNPROTECTED.

I STILL HAVE SOME OF ITS STRENGTH.

AND IT'S CALLING TO ME.

I CAN HEAR IT.

CALLING FOR ME TO BE REUNITED.

ALL I HAVE TO DO IS KILL YOU...AND THEN VENOM AND WE WILL BE TOGETHER FOREVER!

THAT'S *SWEET*, CLETUS, BUT...

...IT'S *NOT* GOING TO HAPPEN!

WHAT AM I *DOING* HERE?

THE SAME OLD THING... FIGHTING THE SAME OLD FIGHTS... THIS HAS *GOT* TO CHANGE.

FINE...I *KNOW* I CAN'T GIVE UP BEING SPIDER-MAN, BUT...

...DOES BEING A SUPER-HERO MEAN I CAN'T HAVE A *LIFE?*

IT'S A JOB...JUST LIKE MJ'S. I...WE *BOTH* HAVE GOT TO FIND SOME SORT OF MIDDLE GROUND...OR I'M GOING TO WIND UP LIKE THIS NUTCASE.

MAYBE I *DON'T* HAVE TO BE THE ONLY ONE TO SAVE THE WORLD EVERY SINGLE TIME. MAYBE THERE ARE *OTHERS* WHO CAN DO IT.

I'M *NOT* GOING TO END UP LIKE KASADY... GRASPING ONTO WHATEVER REMNANTS OF MY FORMER SELF THERE ARE.

I WANT TO HAVE A LIFE.

AND I WANT IT TO BE WITH MARY JANE.

FOREVER. THE VILLAINS...

...THEY CAN ALL WAIT UNTIL *I'M* GOOD AND READY FOR A CHANGE.

I'M TAKING BACK MY LIFE.

MINE AND MARY JANE'S LIFE.

NOT NEXT WEEK.

NOT TOMORROW.

NOW.

AUNT MAY! I'M HOME!

LISTEN... I'M GOING TO PACK A BAG AND --

AUNT MAY?

PETER.

AUNT MAY...WHAT'S WRONG?

OH, PETER...I WANTED TO BE SO STRONG WHEN I TOLD YOU...WANTED TO BE ABLE TO HOLD YOU LIKE I DID WHEN YOU WERE A CHILD, BUT...

WHAT?! WHAT'S WRONG? WHAT HAPPENED?

IT'S MARY JANE, DEAR...

...HER PLANE, IT... IT...

END

MARVEL COMICS®

#14

WWW.MARVEL.COM

THE AMAZING SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

MACKIE BYRNE GREEN

60 YEARS OF SUPER HEROES

A SURFEIT OF SPIDERS!

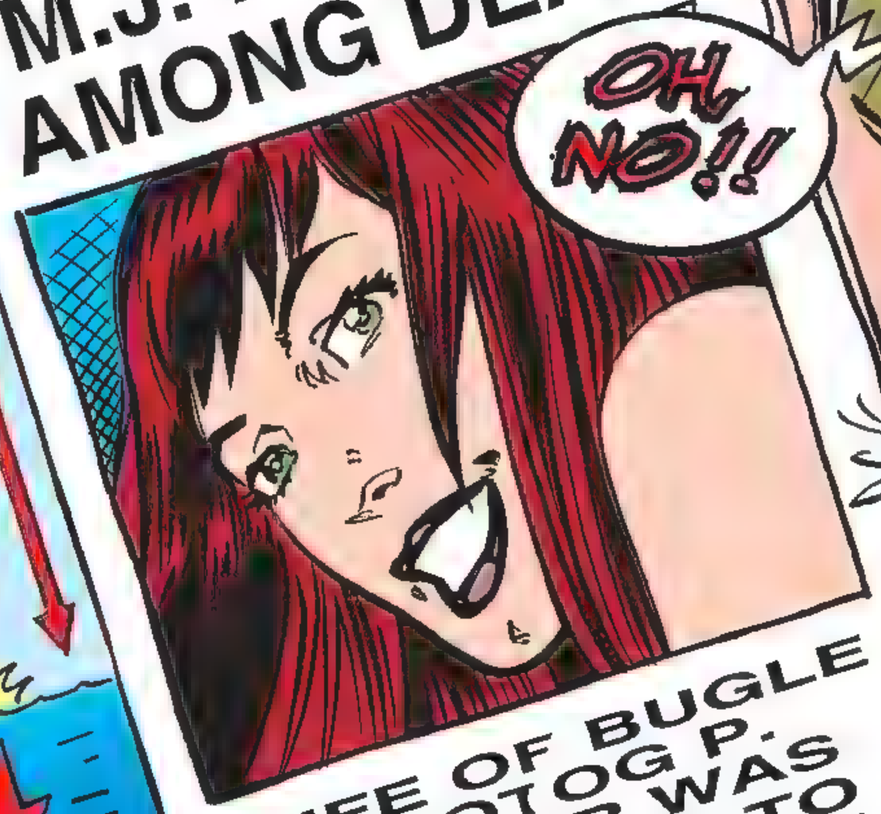
Daily Bugle

307 DEAD IN AIRLINE EXPLOSION

BLAST SENDS PASSENGERS AND CREW TO WATERY GRAVE

NO HOPE OF SURVIVORS, SAY EXPERTS

SUPERMODEL M.J. PARKER AMONG DEAD



WIFE OF BUGLE PHOTOG P. PARKER WAS EN ROUTE TO ASSIGNMENT

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

SPIDER-MAN TO BLAME!: Jonah Jameson

THE COZY BREAKFAST NOOK OF J. JONAH JAMESON'S SUMPTUOUS PENTHOUSE APARTMENT.

PRESENT, JAMESON HIMSELF, HIS WIFE MARLA, AND THEIR CURRENT HOUSE GUEST, AN EXCITABLE TEENAGER WITH A SECRET..*

WHY DIDN'T ANYONE TELL ME ABOUT THIS??

YOU JUST WOKE UP, DEAR!

WE HAVEN'T EVEN HAD THE CHANCE TO SAY GOOD MORNING TO YOU YET!

BUT THIS IS TERRIBLE!

MARY JANE PARKER! SHE WAS SO YOUNG. SO BEAUTIFUL! AND POOR PETER!

YES--I TOLD MY SECRETARY TO SEND SOME SORT OF SUITABLE CONDOLENCES TO HIM AND HIS AUNT.

BASKET OF FRUIT OR SOME-THING...

*NO--WE HAVEN'T ACCIDENTALLY PUT THE WRONG COVER ON AN ISSUE OF SPIDER-WOMAN. WE JUST THOUGHT STARTING HERE WOULD BE THE BEST WAY TO BRING EVERYONE UP TO SPEED ON OUR STORY IN PROGRESS - YE EDITOR

FRUIT..?? FRUIT..??

THIS IS NO TIME FOR FRUIT!!

I... I GOTTA GO!

I GOTTA GO SEE HIM!

WELL--THAT WAS A BIT... EXTREME, WOULDN'T YOU SAY?

SHE'S ONLY EVER MET YOUNG PARKER ONCE THAT I KNOW OF!

MATTIE IS... AN EMOTIONAL GIRL, DEAR.

SHE TRIES TO HIDE IT BY PUTTING ON A TOUGH FRONT...

"...BUT SHE *CARES* ABOUT PEOPLE."

BUT, MOMENTS LATER, AS A SLEEK FORM ARCS OVER THE TOWERS OF *MANHATTAN*...

...EVEN *MATTIE FRANKLIN* HERSELF IS *SURPRISED* BY THE *INTENSITY* OF HER *EMOTION.*

OKAY... OKAY... GET A *GRIP* NOW, *MARTHA.*

YOU'RE ACTING LIKE YOU JUST LOST YOUR *BEST FRIEND*...

...AND YOU'VE NEVER EVEN *MET* M.J. PARKER!

...BUT I'M THINKING ABOUT *PETER PARKER.*

I'M UPSET ABOUT *HIM.*

BUT... IT'S NOT *M.J.* I'M FEELING THIS ABOUT, IS IT?

SURE--IT'S *TERRIBLE* THAT SHE AND ALL THOSE OTHER PEOPLE *DIED*...

AND I'M NOT REALLY SURE *WHY*...!

OH, MAN! THE SIDEWALK IN FRONT OF THE PARKERS' APARTMENT HOUSE IS CRAMMED WITH *VULTURES* FROM THE *MEDIA*.

LOOKS LIKE THE BUILDING *SECURITY* PEOPLE ARE ALREADY ON THE JOB.

I'M NEVER GONNA GET THROUGH *THAT* MOB...

...SO I WON'T EVEN *TRY*.

THE PARKERS HAVE THE *PENT-HOUSE*.

AMAZING THEY *CAN AFFORD* IT, EVEN ON THE KIND OF MONEY *SHE* MAKES AS A *SUPERMODEL*.

NOW, A QUICK CHANGE BACK TO MY *CIVVIES*, AND...

WHO ARE YOU? HOW DID YOU GET IN HERE?

OH--YOU MUST BE MRS. PARKER, PETER'S AUNT, RIGHT?

I'M MATT FRANKLIN. I'M A... FRIEND OF PETER'S.

A "FRIEND" WHO WALKS INTO PEOPLE'S HOMES UNANNOUNCED?

YOU JUST STAY RIGHT WHERE YOU ARE, YOUNG LADY. I'M GOING TO CALL SECURITY...

NO, AUNT MAY...

SHE IS WHO SHE SAYS SHE IS.

I MET HER AT THE DAILY BUGLE. SHE'S JONAH'S NIECE OR SOMETHING.

IF YOU SAY SO, DEAR...

BUT YOU REALLY SHOULDN'T BE UP YET. YOU SHOULD BE RESTING.

RESTING ISN'T GOING TO DO ANYTHING, AUNT MAY.

HAVE THE AIRLINE PEOPLE CALLED AGAIN, YET?

NO, DEAR.

NOTHING SINCE LAST NIGHT.

I'M... REALLY SORRY ABOUT THIS, PETER.

"I KNOW HOW IT FEELS TO LOSE SOMEONE YOU LOVE..."

THERE.

IN THAT PENTHOUSE APARTMENT.

MY QUARRY IS THERE.

...AND THE *WORST* PART IS, THE AIRPLANE WAS FLYING OVER ONE OF THE *DEEPEST* PARTS OF THE OCEAN WHEN THE *EXPLOSION* OCCURRED.

THEY MAY *NEVER* BE ABLE TO RECOVER ALL OF THE WRECKAGE...

OR... ALL OF THE... BODIES.

YES, I UNDERSTAND. THANK YOU AGAIN.

WELL, DEAR?

NOTHING NEW. THE LAST WORD FROM THE *COCKPIT* REPORTED SOME KIND OF *DISTURBANCE* IN THE MAIN CABIN...

...AND THEN THE PLANE JUST...

...JUST...

AND, AT THAT PRECISE MOMENT...

TAKE IT EASY, PETER. LOOK, YOUR AUNT HAS MADE YOU SOME OF HER *PANCAKES*. SHE SAYS YOU *LOVE* THEM...

HOLY..!

OH!

THE OTHER *SPIDER-WOMAN!*

ALWAYS PLEASED TO BE RECOGNIZED.

BUT I DON'T THINK I WILL BE USING THAT NAME IN FUTURE!

YOU'RE DARN RIGHT YOU WON'T!

THERE'S ONLY ROOM IN THIS TOWN FOR ONE SPIDER-WOMAN. AND THAT'S...

OOPS!

I'M TOO NEW AT THIS SUPER HERO GIG!

I ACTED WITHOUT EVEN THINKING!

YOU LITTLE WITCH! I'LL MAKE YOU PAY DEARLY FOR THAT!!

MATTIE! OH, NO! I CAN'T LET HER GET INTO A FULL-OUT FIGHT WITH THE OTHER SPIDER-WOMAN!

NOT IN THE MIDDLE OF MY APARTMENT!

AND DEFINITELY NOT WITH AUNT MAY IN THE LINE OF FIRE!

OH! PETER!

GO INTO THE STUDY, AUNT MAY.

AND STAY IN THERE, NO MATTER WHAT YOU HEAR OUT HERE!

AND TO MAKE SURE SHE STAYS OUT OF HARM'S WAY...

...A LITTLE BIT OF SPIDER-STRENGTH WILL TWIST THE DOOR IN ITS FRAME ENOUGH TO JAM IT.

PETER!

PETER, LET ME OUT! WHAT ARE YOU DOING..!?!

WHICH WILL BE NOTHING THROUGH THESE SOLID BRICK WALLS!

OKAY--NOW THAT THE CIVILIANS ARE OUT OF THE WAY...

...IT'S PRETTY OBVIOUS YOU CAME HERE STALKING ME, CHARLOTTE.

YOU THINK I CAME HERE LOOKING FOR YOU..??

DON'T FLATTER YOURSELF, PIPSQUEAK.

DIDN'T I GIVE YOU ENOUGH OF A BRUISING THE LAST TIME..? *

*IN SPIDER-WOMAN #1-R.M.

YOU..?

I'M NOT HERE LOOKING FOR THE IMITATORS.

I'M AFTER THE ORIGINAL.

OH, NO! SHE MEANS ME!

SHE MUST KNOW I'M SPIDER-MAN...!!

OKAY, LADY... NO NEED TO PLAY CHARADES WITH YOU, I GUESS.

WHY DON'T YOU TELL ME WHAT YOU WANT HERE?

THE SAME THING I WANTED THE LAST TIME WE MET, SPIDER-MAN--

YOUR LIFE!

PETER PARKER IS SPIDER-MAN..??

WHAT..?

OF COURSE! THAT ONLY MAKES SENSE!

WHO GETS ALL THE BEST PICTURES OF SPIDEY FOR THE DAILY BUGLE?!

AND HOW ELSE WOULD A SCIENCE NERD LIKE PETER HAVE EVER CAUGHT A MEGABABE LIKE MARY JANE?

GOTTA ADMIT--HE'S LOOKIN' A WHOLE LOT CUTER TO ME...

...NOW THAT I KNOW WHO HE REALLY IS!

BUT RIGHT NOW I GOT OTHER THINGS TO WORRY ABOUT!

LIKE LOWERING THE BIMBO COUNT IN THIS ROOM!

HEADS UP BLONDIE!

STARTING WITH...

GEDDADAHERE!!

THE REAL SPIDER-WOMAN HAS A FEW CHOICE WORDS FOR YOU!

OH, MAN! LIKE I REALLY NEEDED THIS THIS MORNING!

I CAN'T LET MATTIE GO CHARGING AFTER THE OTHER SPIDER-WOMAN ON HER OWN!

AUNT MAY! EVERYTHING IS OKAY! BUT THIS DOOR IS JAMMED.

I'M GONNA GO FIND A LOCKSMITH!

PETER! WHAT HAPPENED OUT THERE!?

NOTHING I HOPE YOU'LL EVER HAVE NEED TO KNOW ABOUT, AUNT MAY!

I DON'T THINK YOUR HEART COULD TAKE IT, IF YOU EVER REALLY FOUND OUT I WAS SPIDER-MAN!

THERE THEY ARE.

LOOKS LIKE MATTIE IS HOLDING HER OWN.

BUT HOW LONG CAN SHE DO THAT FOR..?

"MATTIE GOT HER SUPER POWERS FROM SOMETHING CALLED THE GATHERING OF FIVE.

"IT WAS SOME WEIRD MYSTIC CEREMONY THAT NORMAN OSBORN SET UP.

"THE WAY MATTIE TELLS IT, EACH OF THE FIVE WAS SUPPOSED TO GET SOME KIND OF GIFT...

"EXCEPT SOME OF THOSE 'GIFTS' WERE NOT WHAT YOU'D WANT TO FIND UNDER THE CHRISTMAS TREE!

"MATTIE GOT UNLIMITED POWER...

"MADAME WEB GOT IMMORTALITY...

"SOME GUY NAMED MORRIS MAXWELL GOT INFINITE KNOWLEDGE...

"BUT THE MAN CALLED OVERRIDE GOT DEATH...

"AND OSBORN HIMSELF GOT MADNESS.

"AND AT ALMOST THE SAME TIME ALL THAT WAS GOING ON...

"DOCTOR OCTOPUS WAS USING HIS SCIENTIFIC SKILLS TO TRANSFORM CHARLOTTE WITTER...

"...INTO HIS VERY OWN SPIDER-WOMAN!

"THAT SPIDER-WOMAN HAS SOME KIND OF SIPHONING POWER.

"SHE SUCKED THE SPIDER-LIKE POWERS OUT OF JESSICA DREW, THE ORIGINAL SPIDER-WOMAN...

"AND DID THE SAME TO JULIA CARPENTER, THE SECOND WOMAN TO USE THE NAME.

"AND SHE SUCKED ALL OF MATTIE'S POWERS OUT OF HER FOR A WHILE...

"BUT THE MYSTICAL NATURE OF MATTIE'S POWERS ALLOWED HER TO TAKE 'EM BACK!

AND THE LAST THING I KNEW ABOUT ANYTHING...

...CHARLOTTE WAS COMPLETELY POWERLESS...

...AND BEING HELD BY MADAME WEB--WHO TURNS OUT TO BE HER GRANDMOTHER!

OKAY... NOW THAT WE HAVE THAT ALL STRAIGHT IN OUR HEADS...

...LET'S DO THIS BY THE NUMBERS...

...STARTING BY GETTING THE JUNIOR LEAGUE OUT OF THE FRAY!

HEY!!

WHAT ARE YOU DOING, SPIDEY!?

PUT ME DOWN! I HAD HER ON THE ROPES!!

DIDN'T LOOK THAT WAY TO ME, SQUIRT.

NOW YOU JUST *HANG BACK* AND LET THE *GROWNUPS* HANDLE THIS, 'KAY?

BUT...

BUT...

BUT...

HE'S TREATING ME LIKE A *KID!* JUST LIKE HE DID THE *FIRST TIME* WE MET!

DOESN'T HE KNOW WHAT I'VE BEEN *DOING* SINCE I BECAME *SPIDER-WOMAN..??*

WELL--I'M NOT GONNA SIT BACK AND EAT *POPCORN* WHILE SPIDEY HAS ALL THE *FUN.*

IF HE HASN'T BEEN READING ABOUT MY ADVENTURES IN THE *BUGLE...*

...HE'S GONNA GET A FRONT ROW SEAT FOR AN IMPROMPTU DEMONSTRATION OF WHAT I CAN DO!

MATTIE! DON'T!

AND DON'T GO YELLING OUT MY REAL NAME, PETER.

DON'T YOU KNOW ANYTHING ABOUT BEING A SUPER HERO?

A BIT MORE THAN YOU, I THINK, JUNIOR.

BUT WORKING WITH A PARTNER IS SOMETHING NEW TO ME!

"JUST TRY TO STAY *OUT* OF MY *WAY!*"

YOU'VE *FOUND* HER?

YES... IT IS AS WE *FEARED* JESSICA.

JUST AS *YOU* SEEM TO HAVE *REGAINED* SOME PORTION OF YOUR OWN SPIDER POWERS...

...SO TOO IS MY *GRANDDAUGHTER* AT LEAST *PARTIALLY* RESTORED.

AND SHE'S--STALKING SPIDER-MAN? HOW DID SHE EVEN *FIND* HIM?

THAT-- SORT OF MAKES *SENSE.*

OCTAVIUS INTENDED HER TO BE A KIND OF *GUIDED MISSILE,* AIMED *RIGHT* AT *SPIDER-MAN.*

SHE APPEARS TO BE IN SOME WAY *ATTUNED* TO HIM, JESSICA.

PERHAPS SOME NEARLY *VESTIGIAL* MANIFESTATION IN HER OF MY *OWN PSYCHIC ABILITIES.*

IF HE DETECTED IN HER EVEN A *TRACE* OF YOUR TELEPATHIC POWERS, HE'D HAVE FOUND SOME WAY TO *HEIGHTEN* AND *FOCUS* THEM.

YES--YOU WILL RECALL, JESSICA, HOW CHARLOTTE WAS ABLE TO WORK AN ALMOST *HYPNOTIC EFFECT* ON SPIDER-MAN.

AT FIRST WE ATTRIBUTED THIS TO SOME VARIANT OF THE *SPELL* ALL FEMALE SPIDERS SEEM ABLE TO WORK ON THE *MALE* OF THEIR SPECIES.

NOW, I WONDER, IF THIS MIGHT HAVE BEEN *SOMETHING ELSE.*

"SOMETHING WHICH MIGHT PROVIDE AN ALL-IMPORTANT KEY IN THIS MATTER!"

SPIDEY'S DOIN' OKAY AGAINST CHARLOTTE...

...BUT NOT AS GOOD AS HE SHOULD BE DOING!

IT'S THAT SPIDER-HYPNOTISM SHE WHACKED HIM WITH THE LAST TIME!

HE'S TRYING NOT TO MAKE EYE CONTACT SO SHE CAN'T DO IT AGAIN!

SPIDER-WOMAN!

IT'S ALMOST AS IF HE'S TRYING TO FIGHT HER WITHOUT LOOKING AT HER!

HOLY COW! THAT MUST BE EXACTLY WHAT HE'S DOING!

BKOW!

WOK

VERY GOOD, SPIDEY!

YOU MAY GET THE HANG OF THIS YET!

AND SPEAKING OF *HANGING*...

'SCUSE ME WHILE I *HANG* A *COUPLE* ON THIS WHITE-EYED WANNABE!

CRACK

ENOUGH!!

KRAK!

NICE... ONE... CHARLOTTE.

KEEP... THIS UP AND... YOU MIGHT MAKE... THE *MAJORS* YET!

SPIDER-WOMAN!

GET OUT OF THERE!

UNH!

HUH?

OH!!

THIS ENCOUNTER IS *ENDED*--FOR NOW.

I SHALL *RETURN* WHEN YOU AND I CAN HAVE A MORE *PRIVATE* MOMENT, SPIDER-MAN.

I LEAVE YOU WITH A *CHOICE*...

PURSUE *ME*...

...OR *SAVE* THE LITTLE *PRETENDER!*

A CHOICE THAT'S NO CHOICE AT ALL!

MATTIE!

SHE'S OUT COLD, BUT SHE'S STILL *ALIVE.*

BREATHING IS *WAY* TOO *SHALLOW*, THOUGH!

DOESN'T FEEL LIKE ANYTHING IS BROKEN.

SAFE TO TRY MOUTH TO MOUTH...

SHE'S COMING AROUND...

OH...

PETER...

MATTIE!

WHAT...

DON'T SAY ANYTHING!

DON'T SPOIL THE MOMENT!

DON'T YOU SEE? DON'T YOU SEE HOW IT ALL COMES TOGETHER?

IT WAS MEANT TO BE! ME GETTING POWERS! M.J. DYING!

WE WERE MADE FOR EACH OTHER!

JOHN BYRNE
PENCILER - LETTERER- GUEST WRITER

DAN GREEN
EMBELLISHER

JOE ROSAS
COLORIST

RALPH MACCHIO
EDITOR

BOB HARRAS
EDITOR IN CHIEF

NEXT: OUR STORY GOES FROM HERE TO SPIDER-WOMAN #9, FOR THE TALE WE COULD ONLY CALL...

BREAK of HEARTS

MARVEL COMICS

SPIDER-WOMAN

APPROVED BY THE COMICS CODE AUTHORITY

#9

WWW.MARVEL.COM

GUEST-STARRING SPIDER-MAN!

BATTLE OF THE SPIDER-WOMEN!

BYRNE NOLAN ELLIOTT

Daily Bugle NOLAN MORE INSIDE

NEW YORK CITY.

IN THE SHADOWS OF A NARROW SIDE STREET, NOT FAR FROM THE BROOKLYN BRIDGE, AN INCREASINGLY FAMILIAR FIGURE STRUGGLES TO COAX MOVEMENT FROM AN INCREASINGLY RESISTANT BODY.

SHE'S DEAD.

HOT DOGS

HOT DOGS

SHE ONLY LASTED A FEW MINUTES.

NOT LONG ENOUGH.

BUT, SHE WAS SO WEAK TO BEGIN WITH.

BUT I HAD NO CHOICE.

SHE WAS THE FIRST ONE I FOUND.

THERE!

THERE IS SOMEONE BETTER SUITED TO MY NEEDS!

YOUNG.

STRONG.

POLICE DEPARTMENT

"PERFECT!"

HEY!

NYPD TRAFFIC

HEY! OW!

WHADDAYA THINK YER DOIN'?!

AWRIGHT, YOU!

JUST *HOLD* IT RIGHT...

...THERE...?

SHE'S... DEAD.

AND SHE'S ALREADY GETTING *STIFF* FROM *RIGOR MORTIS.*

HOW INNA HECK DID SHE...?

NO!

HER SCREAM WILL BE CUT OFF WITHOUT EVEN AN ECHO.

YOUNG **MARTHA FRANKLIN** TOOK PART IN AN ARCANE CEREMONY CALLED **THE GATHERING OF FIVE**, WHICH MYSTERIOUSLY CONFERRED AMAZING POWERS UPON HER. SINCE THEN, SHE HAS USED HER STRANGE, NEW-FOUND ABILITIES TO IMITATE HER IDOL, SPIDER-MAN, TO BATTLE THE SUPER-POWERED MENACES WHICH CROSS HER PATH. **STAN LEE PRESENTS:**

STAN LEE PRESENTS:

SPIDER-WOMAN!

BREAK OF HEARTS

ELSEWHERE, SOME HOURS LATER.

YES, SPIDER-MAN... I AM MADAME WEB.

GRAHAM NOLAN PENCILS

RANDY ELLIOTT INKS

JOHN BYRNE STORY

STEVE OLIFF COLORS

RICHARD STARKINGS & COMICRAFT'S TROY PETERI LETTERS

RALPH MACCHIO EDITOR

BOB HARRAS EDITOR IN CHIEF

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

BUT WHAT HAPPENED TO YOU? I THOUGHT THE *GATHERING OF FIVE* MADE YOU *ETERNALLY YOUNG!*

AS DID I, SPIDER-MAN.

BUT AN *UNEXPECTED VARIANT* HAS BEEN *INTRODUCED.*

THAT *VARIANT* BEING CASSANDRA'S *GRANDDAUGHTER* -- THE ONE WHO CALLS HERSELF *SPIDER-WOMAN.*

HEY! *I'M* THE ONLY SPIDER-WOMAN, NOW!

YEAH -- EVEN *CHARLOTTE WITTER* HERSELF SAID SHE WON'T BE CALLING HERSELF BY THAT NAME ANY MORE...

BUT WHAT I *DON'T* GET...IS HOW SHE CAN HAVE CAUSED MADAME WEB TO GET *OLD* AGAIN, OR CAUSED *JESSICA* TO GET BACK SOME OF HER *OWN* SPIDER-WOMAN POWERS!

THE *BALANCE* OF THE *GATHERING* WAS MORE *DELICATE* THAN WE *ANTICIPATED,* SPIDER-MAN.

"WE WHO PARTICIPATED IN THE *GATHERING* UNDERSTOOD THAT THERE WERE THREE GREAT AND POWERFUL *GIFTS* TO BE HAD, IF ONE WAS WILLING TO RISK *DEATH* OR *MADNESS* TO OBTAIN THEM.

"*NORMAN OSBORN,* WHO HAD ORGANIZED THE *GATHERING,* BELIEVED HIMSELF TO HAVE GAINED *UNLIMITED POWER* -- BUT INSTEAD, HIS 'GIFT' WAS *MADNESS.*

"*MORRIS MAXWELL* SEEMED AT FIRST TO HAVE BEEN DRIVEN *MAD,* BUT THAT WAS ONLY HIS MIND ADAPTING TO THE GIFT OF *UNLIMITED KNOWLEDGE.*

"THE MAN CALLED *OVERRIDE* WAS CURSED WITH HIS OWN UNIQUE KIND OF *DEATH...*

"WHILE I WAS RENDERED ONCE MORE *YOUTHFUL* AND *IMMORTAL...*

"...AS *MARTHA FRANKLIN* GAINED *UNLIMITED POWER.*

As seen in Amazing Spider-Man #14, still on sale -- still Ralf.

"THAT *POWER* BROUGHT HER INTO CONTENTION WITH MY GRANDDAUGHTER, WHOM *OTTO OCTAVIUS* HAD TRANSFORMED INTO HIS OWN *SPIDER-WOMAN.*

"CHARLOTTE *STOLE* MARTHA'S POWERS...

"MARTHA *RECLAIMED* THEM, *PLUS* THE POWERS *DOCTOR OCTOPUS* HAD PLACED IN CHARLOTTE BY HIS OWN METHODS."

AND I THINK THAT IS WHERE THE *PROBLEM* LIES.

ALL WHO PARTICIPATED IN THE GATHERING ARE *LINKED* IN SOME SUBTLE AND UNDEFINABLE WAY.

MARTHA'S *DRAINING* OF *POWER* FROM *CHARLOTTE* SEEMS TO HAVE BROUGHT MY GRANDDAUGHTER INTO THE *LOOP.*

SO... CHARLOTTE HAS BEEN SIPHONING THE POWER *BACK* INTO HERSELF?

LOOKS THAT WAY, SPIDEY. AND IN THE PROCESS, CAUSING SOME OF THE POWER SHE STOLE FROM *ME* TO COME BACK.

BUT ALSO CAUSING A *DISRUPTION* IN THE *BALANCE* OF THE *GIFTS* OF THE *GATHERING.*

THUS, MY RETURN TO MY FORMER STATE.

BUT...EVEN IF ALL THIS IS *TRUE...*

"...WHAT DO WE *DO* ABOUT IT?"

IS IT JUST *ME...*

...OR IS THIS PLACE TOO *CREEPY* FOR *WORDS?*

IT'S NOT JUST YOU, SPIDEY!

I FEEL IT EVERY TIME I COME IN HERE!

REALLY? I THINK IT'S WAY *COOL!*

THAT'S BECAUSE YOUR *MIND* IS *YOUNG*, MARTHA...

...AND STILL *OPEN.*

WELL, HEY! I LIKE TO THINK I'M PRETTY *YOUNG* AND *OPEN-MINDED* MYSELF!

YOU MUST BE *MORRIS MAXWELL*, RIGHT?

HE IS.

NOW BE *CAREFUL*, WHAT YOU *SAY*, SPIDER-MAN.

AS I *TOLD* YOU, MAXWELL HERE WAS GIVEN THE GIFT OF *UNLIMITED KNOWLEDGE*...

...BUT IT IS *ACCESSIBLE* ONLY IF ONE ASKS THE *RIGHT QUESTIONS.*

YEAH...ASK THE WRONG ONE AND YOU CAN GET AN ANSWER THAT WILL LAND YOU IN *BIG TROUBLE!*

I KNOW, I DID!

In Spider-Woman #7 -- Ralf.

I *TELEPHONED* AND TOLD YOU THE *PROBLEM*, MAXWELL.

HAVE YOU EXPERIENCED, YOURSELF, ANY *LOSS* OF *POWER?*

HARD TO SAY! NO ONE HAS ASKED ME THE RIGHT *QUESTION*, LATELY.

YOUR COMING HERE IS GOING TO BE SOMETHING OF THE *ACID TEST!*

UH-HUHRR...

OOPS...

GOT HIM! WHERE CAN I LAY HIM DOWN?

HOW ABOUT ON THIS OLD PSYCHIATRIST'S COUCH?

WELL, WHY DON'T WE START WITH THE MOST *OBVIOUS* QUESTION?

WHAT DO WE DO TO *STOP* CHARLOTTE?

SPIDER-MAN! NO!

IS IT... ALWAYS LIKE THIS...?

YOU PHRASED YOUR QUESTION WITHOUT PROPER THOUGHT TO THE SPECIFICS, SPIDER-MAN.

NOW WE CANNOT BE CERTAIN HOW HE WILL ANSWER.

LISTEN! HE'S SPEAKING!

NOTHING?!

WHAT THE HECK DID HE MEAN, "NOTHING"?

SPIDER-MAN ASKED WHAT WE DO TO STOP CHARLOTTE. MAXWELL SAID "NOTHING." DOES THAT MEAN...

DOES THAT MEAN WE CAN'T STOP HER?

THAT SHE'S GONNA KEEP DRAINING POWER OUT OF ALL OF YOU UNTIL SHE'S UNBEATABLE?

THAT WOULD SEEM THE ONLY ANSWER, SPIDER-MAN.

IF THERE IS NOTHING WE CAN DO TO STOP MY GRANDDAUGHTER...

...I AM AT A LOSS TO SUGGEST WHAT WE DO NEXT!

WELL, I'M NOT!

"NEXT WE GOTTA GO FIND CHARLOTTE!"

GOTTA SAY, I SOMETIMES ENVY YOU FOLKS WHO CAN FLY, MATTIE!

SURE MUST BE A LOT EASIER THAN SWINGING ON THE END OF A WEBLINE!

YEAH...IT IS PRETTY COOL.

BUT... SPIDEY... PETER...

I GOTTA APOLOGIZE FOR WHAT I SAID BEFORE...

I MEAN... *KISSING* YOU, AND SAYING THAT WE WERE *MADE* FOR EACH OTHER...

RIGHT ON TOP OF YOUR *WIFE* BEING *KILLED* AN' ALL...

DON'T *BEAT* YOURSELF *UP* OVER IT, KIDDO.

YOU WERE... PRETTY *SHAKEN UP*. CHARLOTTE *HAD* JUST *PUNCHED* YOU THROUGH A *WALL*, AFTER ALL!

YEAH -- BUT THAT'S *NO EXCUSE*.

IT WAS A REALLY *THOUGHTLESS* AND KINDA *MEAN* THING TO *SAY!*

LIKE I SAID...HEY, WAIT A SECOND...

As seen in Amazing Spider-Man #13 & 14 -- Sad Ralf.

THERE SHE IS!

MADAME WEB WAS *RIGHT!*

HER *MENTAL POWERS* ARE REDUCED -- BUT SHE CAN STILL *TRACK* HER OWN *BLOOD!*

NOW ALL WE HAVE TO DO IS *STAY ALIVE* FIGHTING SOMEONE *NOTHING* CAN *STOP!*

SPIDER-MAN!

THIS END UP

AND THE *REAL* SPIDER-*WOMAN*, TOO!

WHY DON'T YOU JUST *SURRENDER* NOW, CHARLOTTE? MAKE IT *EASIER* ON *EVERYBODY!*

FOOLS!

DON'T YOU *UNDERSTAND* WHAT'S *HAPPENING* HERE?

I GROW MORE *POWERFUL* WITH EVERY PASSING *MOMENT!*

NO KIDDING!

SEE IF YOU'RE POWERFUL ENOUGH...

HOLY! SHE UPROOTED THAT WATER TOWER LIKE IT WEIGHS NOTHING AND THE SUPPORTS ARE MADE OF PAPER!

IS HER POWER REALLY *UNLIMITED*, LIKE MADAME WEB SAID?

...TO *DODGE* THIS!

YOU'RE *JOKING!*

YOU MIGHT AS WELL TRY TO HIT ME WITH A *PILLOW!*

THAT'S NO *PILLOW,* LADY!

AND IF I DON'T *DO* SOMETHING ABOUT IT...

...A COUPLE OF *TONS* OF *STEEL* AND *WOOD* ARE GONNA *LAND* ON SOME UNSUSPECTING *PEDESTRIANS!*

IT *WORKED!*

BUT MY *WEBBING* ISN'T GONNA STOP THE *WATER!*

HEY!

WHAT IN...?!

LOOK! IT'S SPIDER-MAN!

HE MUST HAVE SAVED US!

SAVED US?

I BET HE KNOCKED OVER THAT TOWER DELIBERATELY! TO SOAK US!

YEAH, AND YOU'RE WELCOME, TOO, PAL!

MA-AN! DOES THIS HAPPEN TO CAPTAIN AMERICA?

IF HE SAVES A BUS GOIN' OFF A BRIDGE...

...DO PEOPLE COMPLAIN THAT HE DIDN'T PAY THE FARE?

UH-OH! LOOKS LIKE MATTIE MIGHT BE OUT OF HER DEPTH HERE!

"IS SHE?"

SHE MAY BE, JESSICA.

FOR EVERY MOVE THAT MATTIE MAKES, CHARLOTTE SEEMS TO GROW STRONGER.

I CAN... ALMOST FEEL THAT MYSELF, CASSANDRA.

AS IF THE POWER IS FLOWING INTO ME, TOO!

AND AS YOU GROW STRONGER, I GROW WEAKER.

THE WASTING DISEASE WHICH CLAIMED MY VITALITY RETURNS, SAPPING ME OF MY STRENGTH.

AND YET... AND YET...

SOMEHOW... SOMEHOW I KEEP THINKING THIS IS A CLUE -- A VITAL CLUE TO UNRAVEL THE REAL MEANING OF MORRIS MAXWELL'S ANSWER.

YOU MEAN...

"...HE MIGHT NOT HAVE MEANT CHARLOTTE CAN'T BE BEATEN?"

OKAY, LADIES, TAKE A BREAK!

GO TO YOU CORNERS AND RELAX FOR A BIT!

SPIDER-MAN!

DID YOU REALLY THINK THIS PALTRY *WEBBING* OF YOURS COULD *STOP* ME?

SPIDEY! SHE'S TEARING THROUGH YOUR WEBBING!

KINDA THOUGHT SHE *MIGHT*, KID.

IN FACT, I WAS KINDA *COUNTING* ON IT!

WHAT THE...?!

SHE'S GETTING ALL *TWISTED UP* IN THE WEBBING!

YOU MEAN -- YOU WANT US TO *RUN AWAY?*

IN THE VERY BEST *MONTY PYTHON TRADITION,* JUNIOR!

SEE -- I'VE BEEN *THINKING* ABOUT WHAT OL' *MORRIS* HAD TO *SAY...*

AS I *HOPED.*

MY WEBBING ISN'T JUST STICKY AT THE *ENDS.* IT'S STICKY *ALL OVER.*

AND TRYING TO GET HERSELF OUT OF *THAT* SHOULD DELAY CHARLOTTE LONG ENOUGH FOR US TO BEAT A DISCREET RETREAT!

"...AND I THINK I MIGHT HAVE SOMETHING FIGURED OUT."

YES, SPIDER-MAN. I CONCUR.

MY *OWN* THINKING HAS BROUGHT ME TO A *SIMILAR CONCLUSION.*

BUT... YOU CAN'T BE *SERIOUS!*

WHAT YOU'RE *PROPOSING* SOUNDS LIKE A GOOD WAY TO GET *VERY DEAD!*

YOU MAKE THAT SOUND LIKE A *BAD* THING, JESSICA.

NO -- HOLD ON A SECOND, SPIDEY!

WHO'S THIS *TALKING,* SPIDEY?

SPIDER-MAN, THE *SUPER HERO* WHO *NEVER* GIVES *UP?*

OR *PETER PARKER,* THE *MAN* WHO JUST *LOST* HIS *WIFE,* AND MAYBE THINKS HE HAS *NOTHING* TO *LIVE* FOR?

DON'T PLAY PSYCHOANALYST WITH ME, SHRIMP! I KNOW WHAT I'M DOING HERE -- AND CASSANDRA *AGREES,* REMEMBER!

OH, SURE! RIGHT! AND *SHE'S* A GOOD ONE TO LISTEN TO, RIGHT NOW!

SHE'S *OLD* AGAIN! SHE'S *DYING* AGAIN!

SHE HAS *NOTHING* TO *LOSE!* YOU *DO!*

MAYBE...

...BUT UNLESS *YOU* HAVE A *BETTER* PLAN...

...THIS IS WHAT WE'RE GONNA DO...

*NINE HOURS LATER.

*THIS STREET IN LOWER MANHATTAN HAS SEEN BETTER TIMES, BUT THEY ARE LONG PAST.

*THE OFFICES AND STOREFRONTS WHICH LINE THE SIDEWALKS ARE MOSTLY CLOSED, BOARDED UP, FORGOTTEN TAX WRITE - OFFS LEFT NOW TO CRUMBLE UNDER THEIR OWN WEIGHT.

HARMACY

E 13TH

WHY HERE?

WHY *HERE?*

BUT I CAN *FEEL* HER IN MY *MIND.*

PULLING AT ME. *DRAWING* ME HERE.

THERE!

SOMEONE IS *THERE!*

SHOW YOURSELVES!

I KNOW YOU'RE *THERE!*

I CAN *FEEL* YOU THE WAY I CAN *FEEL* MY *GRANDMOTHER!*

COME *OUT!*

WHAT ARE YOU *WAITING* FOR?

YOU'VE *LURED* ME HERE. WHAT ARE YOU GOING TO *DO* ABOUT IT?

IN A WORD, CHARLOTTE... NOTHING.

NOTHING? NOTHING EXCEPT DIE!

FIGHT ME, YOU FOOL!

MAKE MY *VICTORY* ALL THE *SWEETER!*

OH, MAN! YOU HAVE BEEN READING TOO MANY *BODICE RIPPERS,* CHIPPIE!

YOURS WILL BE A PARTICULARLY *LINGERING* END!

AND NOW THE *HARD PART!*

MIND A *BLANK...* MIND A *BLANK...*

YOU TOO! HAVE YOU ALL COME FOR YOUR *JUDGMENT DAY?*

BUT *FIRST,* I MUST SIMPLY *IMMOBILIZE* YOU...

OW!

PERHAPS THERE WILL BE A *KIND* OF *PLEASURE* IN TAKING SUCH AN *EASY* VICTORY!

PROMISE YOU WILL AT LEAST *SCREAM* WHEN I...

...TEAR YOU...

...LIMB FROM...

WHAT'S *HAPPENING* TO ME?

WHY DO I FEEL SO *WEAK*?

YOU HAVE BECOME YOUR *OWN* ENEMY, CHARLOTTE.

I *GUESSED* THAT THE SEEMINGLY *HYPNOTIC* POWER YOU USED TO *ENTHRALL* SPIDER-MAN...

...WAS ACTUALLY A *MANIFESTATION* IN *YOU* OF MY OWN *TELEPATHIC POWERS!*

WHAT... DOES THAT... HAVE TO... *DO*...WITH *ANYTHING?*

BY *LINKING* YOURSELF TO THE *GATHERING* OF *FIVE* -- ALBEIT *UNWITTINGLY*...

...YOU *LINKED* THE *SOURCE* OF YOUR *POWER* TO EACH OF *US.*

YOU BECAME, IN EFFECT, A *PSYCHIC VAMPIRE*...

...*FEEDING* ON THE *MENTAL ENERGY* OF THOSE WHOM YOU *FIGHT.*

BUT... SPIDER-MAN... WAS NOT...A *PART*...OF YOUR STUPID *GATHERING*...

NO. BUT YOU USED THE *TELEPATHY* TO *SEIZE* HIS *MIND* -- AND SO *LINKED* YOURSELF ALSO TO *HIM.*

AND NOW -- WITH A *SIMPLE EXERCISE* I TAUGHT *EACH* OF THEM...

SPIDER-MAN AND SPIDER-WOMAN ARE ABLE TO *BLANK* THEIR *MINDS* ENOUGH THAT YOU CANNOT *PENETRATE.*

YOU *USED* ENERGY ATTACKING THEM, BUT HAD NO WAY TO *REPLENISH* IT.

AND THUS ARE YOU DEFEATED BY... *NOTHING.*

"JUST LIKE MORRIS PREDICTED!"

YES, MARTHA.

IT WAS A *GAMBLE* -- BUT IT HAS *PAID OFF.*

SO -- SHE'S *POWERLESS* NOW? AND EVERYTHING IS BACK TO WHAT PASSES FOR *NORMAL?*

POWERLESS? NO.

NORMAL? NO.

DORMANT, AGAIN. BUT FOR HOW LONG... I CANNOT SAY.

AND SINCE SHE KNOWS WHO I REALLY *AM,* NOW...

Charlotte learned Spidey's true identity in Amazing Spider-Man #14 -- Ralf.

...IT'S ONLY A MATTER OF *TIME* UNTIL THIS STARTS *ALL OVER AGAIN!*

NOT NECESSARILY, SPIDEY.

CASSANDRA... THERE MUST BE *SOMETHING* YOU CAN *DO?*

PERHAPS.

TO PREVENT THE RETURN OF CHARLOTTE'S POWERS, OR AT LEAST *REDUCE* THEM, I CAN USE MY POWERS TO PERFORM *PSYCHIC SURGERY,* TO *SEVER* HER *LINK* TO ALL OF US.

AND AS TO THE MATTER OF YOUR *IDENTITY*...

...I CAN *ERASE* THE LAST *TWENTY-FOUR HOURS*, LEAVING HER WITH *NO MEMORY* OF HER DISCOVERY.

BUT LEAVING *YOU* STILL KNOWING WHO I AM?

ASSUMING THAT YOU *DO*?

I COULD *RECOGNIZE* YOU, OUT OF COSTUME, SPIDER-MAN.

BUT I CANNOT TELL YOU YOUR NAME. THAT IS AN AREA OF YOUR MIND I HAVE DELIBERATELY *SEALED OFF* FROM MY TELEPATHY.

WELL, THANKS FOR *THAT*, ANYWAY!

SO THAT LEAVES JUST *ME* KNOWING WHO YOU ARE -- AND YOU'RE *COOL* WITH *THAT*, RIGHT SPIDEY?

NO...NOT REALLY.

IT'S TOO MUCH OF A *BURDEN* FOR YOU, MATT. TOO MUCH CHANCE YOU MIGHT *SLIP* AND LET SOMETHING *OUT*.

WH-WHAT DO YOU *MEAN*? YOU *NEED* ME NOW! ESPECIALLY SINCE MARY...

OH!

SEE WHAT I MEAN?

MADAME WEB -- CAN YOU **ERASE** MATTIE'S MEMORY OF WHO I AM, TOO?

I CAN.

AND I **SHALL.**

NO! SPIDEY! PLEASE!

I CAN **DO** THIS! I CAN BE **CAREFUL!**

AND YOU **NEED** ME, NOW! YOU NEED A **FRIEND!**

DO I, MATTIE?

MY **FRIENDS** TEND TO GET **DEAD,** SOONER OR LATER!

BUT **I** WON'T!

YOU CAN'T **DO** THIS, SPIDEY!

YOU'LL BE **ALL ALONE!**

MAYBE...

BUT...MAYBE THAT'S THE WAY IT'S **SUPPOSED** TO BE.

NEXT

THE **RHINO** COMES TO TOWN... JUST TO HORN IN ON MATTIE'S FUN!

BE HERE!

MARVEL COMICS

PETER PARKER®

SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

#14

WWW.MARVEL.COM

FEATURING THE INCREDIBLE HULK!

MACKIE ROMITA JR HANNA

60 YEARS OF SUPER HEROES

GRIEF IS A PERSONAL THING.

WHEN TRAGEDY COMES INTO ONE'S LIFE IT IS DEALT WITH IN DIFFERENT WAYS.

FOR MAY PARKER, A WOMAN WHO HAS EXPERIENCED MUCH HARDSHIP IN HER LONG LIFE, IT IS A CALL TO ACTION.

A TIME TO MAKE BUSY WORK IN AN ATTEMPT TO KEEP MISERY AT BAY...LEST IT OVERWHELM HER.

FOR YOUNG JILL STACY, IT IS A TIME TO RETREAT. TO SURROUND HERSELF WITH MEMENTOS OF BETTER, HAPPIER, DAYS.

JOE AND MARTHA ROBERTSON SEEK SOLACE IN EACH OTHER'S EMBRACE.

THEY THINK OF THEIR OWN SON, RANDY, AND WONDER IF HE HAS HEARD OF THE TRAGIC LOSS WHICH HAS AFFECTED THEM ALL.

J. JONAH JAMESON, PUBLISHER AND OPINION MAKER, HE CHOOSES TO DEAL WITH THE PAIN HE FEELS DEEP WITHIN IN A FASHION WHICH HAS BECOME HIS TRADEMARK.

HE LASHES OUT AT ALL AROUND HIM.

DEATH IS NEVER AN EASY THING TO ACCEPT.

ESPECIALLY NOT WHEN IT COMES TRAGICALLY AND TO SOMEONE SO YOUNG AND FULL OF LIFE AS MARY JANE PARKER.

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

A SUPERMODEL WITH A BLOSSOMING CAREER.

A YOUNG WOMAN WITH A LIFE CUT FAR TOO SHORT.

A TRAGIC DEATH.

THE LOSS IS FELT BY ALL WHOM HER LIFE TOUCHED.

ACQUAINTANCES LIKE FLASH THOMPSON... AND BETTY BRANT...

...AND GLORY GRANT.

ARTHUR STACY, WHO PONDERS THE EFFECT OF THIS TRAUMATIC EVENT ON HIS DAUGHTER, JILL.

LIZ OSBORN, WHO WISHES SHE HAD PICKED UP THE PHONE LAST WEEK AT THE TIME SHE HAD THOUGHT OF CALLING MARY JANE.

ANNA WATSON. MARY JANE'S AUNT. THE WOMAN WHO REARED HER AS A DAUGHTER.

BEN URICH, AN ACE REPORTER WHO FEELS TOO CLOSE TO THE STORY TO COVER IT FOR THE DAILY BUGLE...

...AND WHO IS CONCERNED FOR MARY JANE'S HUSBAND.

ALL FEEL THE PAIN AND SENSE OF LOSS WHICH GOES WITH DEATH.

ALL GRIEVE.

ALL EXCEPT FOR ONE.

FOR ONE MAN IN PARTICULAR, THE ONLY WAY TO DEAL WITH MARY JANE'S DEATH IS...

At a demonstration on Radiation, high school student PETER PARKER was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power must also come Great Responsibility.

Stan Lee Presents:

THE AMAZING SPIDER-MAN

DENIAL

*His name is **PETER PARKER.***

*A freak accident involving radiation and an arachnid gave him powers and abilities which earned him the super-hero identity of **SPIDER-MAN.***

***He** is in a state of denial.*

Denial of the recent, tragic plane crash in which his wife, and hundreds of others were killed.

Denial of the impact this sorrowful event has had upon his life.

*And denial that, despite his amazing powers, he stands even the slightest chance of defeating the large and green man-monster known as the **INCREDIBLE HULK.***

HOWARD MACKIE &
JOHN ROMITA JR &
SCOTT HANNA
Story & Art

GREGORY WRIGHT Colors RS & COMICRAFT'S TROY PETERI Letters
RALPH MACCHIO Editor BOB HARRAS Editor In Chief

WHY WON'T PUNY BUG MAN LEAVE HULK ALONE?

WHY WON'T *ANYONE* LEAVE HULK ALONE?

HMM? COULD IT BE BECAUSE YOU ARE A BIG, GREEN *KILLING* MACHINE?

COULD IT BE BECAUSE YOU CAUSED THE DEATHS OF A HUNDRED INNOCENT PEOPLE WHO DID NOTHING MORE THAN FLY IN AN AIRPLANE WHICH GOT IN YOUR WAY?

YOU DID IT *ONCE*... MAYBE YOU DID IT AGAIN! MAYBE YOU...MAYBE --

WHAT BUG MAN TALKING ABOUT?

HULK NOT DO *ANYTHING* TO *ANY* AIRPLANES!

YOU'RE GOING TO HAVE TO FORGIVE ME IF I DON'T *BELIEVE* YOU...

The Hulk was cleared of these charges in HULK #11 -- Rampaging Ralf!

FWAP

ARRRRGGH!

FWAP

BUG MAN *HURT* HULK!

REALLY?

OKAY... ACTUALLY BUG MAN *WANTED* TO HURT HULK!

AND...

...HE'S GOING TO DO IT SOME M --

-- OW!

THUD

WHY WON'T YOU LEAVE HULK ALONE?!

HULK CAME HERE TO GET AWAY FROM PEOPLE WHO CHASE HULK.

EXCUSE ME? YOU CAME TO *NEW YORK CITY* TO GET AWAY FROM PEOPLE?

YOU KNOW, HULK... YOU AREN'T AS BRIGHT AS YOU LOOK!

ACTUALLY... I GUESS YOU ARE!

OOOLPH!

OH, BOY!

MEANWHILE...

THERE! EVERYTHING IS JUST ABOUT READY.

ALL I HAVE TO DO IS LIGHT THE CANDLES, AND PETER AND MARY JANE'S FRIENDS SHOULD BE ARRIVING SHORTLY FOR THE...

...FOR THE...

OH!

OH, DEAR! WHAT HAVE I DONE?!

WHOOSH

LOOK AT THIS MESS.

WHAT WAS I THINKING?

THE COMPANY IS GOING TO ARRIVE ANY MINUTE NOW --

BING

THEY'RE HERE! WHAT *ARE* THEY GOING TO THINK!

OH...JILL, ARTHUR... ALL OF YOU, THANK YOU FOR COMING, BUT I JUST HAD A LITTLE ACCIDENT AND...

I DON'T KNOW *WHAT'S* GOTTEN INTO ME. IT'S SUCH A MESS. I'VE GOT TO CHANGE THE TABLECLOTH AND --

IT'S ALL RIGHT, MAY. WE'RE HERE. WE'RE *ALL* HERE TO HELP YOU.

IT'S GOING TO BE ALL RIGHT.

THANK YOU.

THANK YOU ALL.

MEANWHILE...

LEAVE HULK ALONE!

ER... OKAY.

BUT... HOWS ABOUT...

...YOU... TAKE YOUR HANDS... OFF MY... NECK?

PLEASE?

BUG MAN STRONG, BUT HULK STRONGER.

YOU GOT *THAT* RIGHT! DON'T KNOW *WHAT* I WAS THINKING!

OOOLPH!

GO AWAY, BUG MAN.

OR HULK WILL SQUASH YOU.

THANKS. I'D *LIKE* TO, BUT...

...IT'S *NOT* WHAT I DO! THE *RUNNING* THING.

THWIP

ARGH!

THWAPP

WHAT BUG MAN DO TO HULK'S EYES?

OW! STICKY STUFF *HURT* HULK'S FACE!

BUG MAN GET *AWAY* FROM HULK!

FWOOMP

WHOO! THERE GOES A RIB OR TWO.

THIS FIGHT ISN'T GOING *EXACTLY* THE WAY I PLANNED.

ELERY ST

FORTUNATELY FOR ME...

...THE DAILY BUGLE IS ALWAYS THERE TO BREAK MY FALL!

THUNK

NOW ALL I'VE GOT TO DO IS WRACK THESE SPIDER-BRAINS AND FORMULATE SOME SORT OF STRATEGY.

CAN'T JUST GO TOE-TO-TOE WITH THE HULK.

BUT I'M NOT GOING TO LET HIM WALK, JUMP OR *WHATEVER*, AWAY EITHER.

HE'S A *KILLER*.

ALL THOSE INNOCENT PEOPLE IN THAT *PLANE*.

I DON'T CARE IF *NICK FURY* CLEARED HIM.

EVEN IF IT DIDN'T HAPPEN... IT MIGHT --!

THE PLANE.

MARY JANE.

DAILY BUGLE

SUPER-MODEL FEARED DEAD

NO!

ARRRGH!

NO.

IT CAN'T BE TRUE.

THERE'S GOT TO BE SOME OTHER EXPLANATION.

SHE'S NOT D --

-- WON'T EVEN SAY THE WORD.

WON'T EVEN THINK ABOUT IT!

SHE'LL BE BACK. I KNOW IT!

ALL I'VE GOT TO DO IS BEAT THE HULK, GET BACK TO MY LIFE AND WAIT!

HULK SMASH BUG MAN!

AT THAT MOMENT...

I DON'T KNOW WHERE HE IS.

I ASSUMED HE'D BE HERE.

HAVEN'T SEEN HIM SINCE...IT HAPPENED.

POOR GUY.

HE'S GOT TO BE *CRUSHED.*

THEY ADORED EACH OTHER.

SO YOUNG.

WHAT A SHAME.

ROBBIE? HAVE YOU SEEN HIM SINCE THE ACCIDENT?

NO, JONAH. AND I'VE TRIED TO CALL A FEW TIMES, BUT HE'S ALWAYS *OUT.*

WHAT ABOUT AUNT MAY? HOW IS *SHE* HOLDING UP THROUGH IT ALL?

IT'S PETER. MAY PARKER WILL ALWAYS BE STRONG FOR HIM... NO MATTER WHAT.

MS. PARKER... LET ME TAKE THAT FOR YOU.

YOU ARE FAR TOO KIND, ARTHUR. AND PLEASE...CALL ME MAY.

OKAY, MAY...WHY DON'T YOU SIT DOWN AND EAT SOMETHING YOURSELF?

ANY SIGN OF PETER, MAY?

NO, JILL DEAR. AND I AM BEGINNING TO WORRY.

EVER SINCE WE HEARD ABOUT MARY JANE...HE WON'T TALK ABOUT IT.

HE'S NOT EATING AND HE SPENDS ALL HIS TIME OUT DOING I DON'T KNOW WHAT.

I AM *SO* WORRIED.

BREEEP

MY PAGER. IT'S THE OFFICE WITH--

BREEEP

A BREAKING STORY. I SHOULD --

BREEEP

BREEEP

THE WIVES ARE RIGHT.

IT CAN WAIT... WHATEVER IT IS.

TURN THEM OFF, EVERYBODY. THE NEWS WILL WAIT FOR ANOTHER TIME.

WELL...WHATEVER IT IS...IT DOESN'T LOOK AS THOUGH SOME SPACE ALIEN HAS COME TO DEVOUR THE EARTH.

STILL...I WONDER.

CLIK CLIK

CLIK CLIK

HULK KILL!

TAKE A *NUMBER*, PAL!

YOU KNOW *HOW* MANY TIMES I'VE HEARD THAT?

HOW MANY TIMES I'VE HAD ENEMIES TRY TO KILL ME...OR SOMEONE AROUND ME?

YOU HAVE *ANY* IDEA HOW TIRED I GET OF *HEARING* IT?

OF HAVING TO *DEAL* WITH IT?

OF LIVING *DAY IN* AND *DAY OUT* NEVER KNOWING IF *VENOM, DOC OCK* OR THE *SINISTER SEVENTY-FIVE THOUSAND* ARE TRYING TO GET EVEN WITH ME BY *STRIKING OUT* AT SOMEONE *CLOSE* TO ME?

SOMEONE I CARE ABOUT.

SOMEONE I LOVED.

NO MORE.

I'M *NOT* GOING TO LET IT HAPPEN ANYMORE!

NOT VENOM... OR DOC OCK... OR *GALACTUS* HIMSELF ARE GOING TO HURT ANYONE I LOVE!

AND *CERTAINLY* NOT *YOU!*

SHE'S COMING BACK!

I *KNOW* IT!

I DON'T CARE WHAT THE PAPERS SAY!

IT'S A *TRICK! NORMAN OSBORN* CAME BACK! EVEN MY *AUNT MAY* CAME BACK!

SOMEHOW...

...MARY JANE IS *ALIVE!*

AND I'M GOING TO FIND HER!

DO YOU *HEAR* ME?

MY *WIFE* IS *NOT* DEAD!

I'M GOING TO GET HER BACK.

I DON'T CARE *WHERE* I HAVE TO GO...

...OR *WHO* I HAVE TO BEAT!

I...

...AM...

...GOING TO...

...FIND...

...MY...

...WIFE.

BUG MAN'S WIFE DEAD?

HULK'S WIFE DEAD, TOO.

HULK SORRY.

WOOOO WOOOOOOO

WHAT THE --?

NO.

WEREN'T YOU LISTENING?

MARY JANE...SHE'S NOT...

A TRAIN!

THE TRACKS!

WHAT HAVE WE DONE?

GOT TO FIX THE TRACK.

GOT TO TRY.

CAN'T LET ANYONE ELSE DIE BECAUSE OF *ME*.

TOO WEAK. NEVER GET IT DONE IN TIME --

CRUNCH

HULK HELP BUG MAN.

ER... THANKS! LET'S HURRY.

FWOOOM

HEY! WE DID IT!

THANKS, HUL --

-- THANKS A LOT.

A SHORT TIME LATER...

I'M SORRY, AUNT MAY.

I'M SORRY I MISSED IT.

IT'S OKAY, PETER.

IT WILL ALL BE OKAY... WITH TIME.

NO, AUNT MAY, YOU DON'T UNDERSTAND.

I *KNOW* MARY JANE IS ALIVE.

SHE'LL COME BACK.

YOU'LL SEE.

YOU CAME BACK.

SHE WILL, TOO.

OH... PETER...

LATER STILL...

RRRING

HELLO.

HELLO.

SHE'S ALIVE.

CONTINUED...

MARVEL COMICS

#15

WWW.MARVEL.COM

THE AMAZING SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

IS MARY JANE™ ALIVE?

AND DOES THE ANSWER LIE WITH -- DOCTOR DOOM®?!

MACKIE
BYRNE
GREEN

WHAT DO YOU MEAN YOU'RE GOING TO *LATVERIA, PETER?* ISN'T THAT WHERE THAT AWFUL *DOCTOR DOOM* IS DICTATOR?

YES, *AUNT MAY,* BUT IT'S WHAT I'VE GOT TO DO. I'VE GOT TO *KNOW* FOR SURE ABOUT MARY JANE.

PETER... MARY JANE... SHE'S...

DEAD?

COME ON...HOW COULD *YOU,* OF ALL PEOPLE, BELIEVE THAT?

I WAS TOLD THAT *YOU* WERE DEAD TOO, ONCE. I WAS *CONVINCED* OF IT.

AND *LOOK* AT YOU. HERE YOU ARE.

BUT, PETER, DEAR, PEOPLE LIKE THIS...SOMEONE MAKING A MYSTERIOUS PHONE CALL IN THE MIDDLE OF THE NIGHT TO SAY YOUR WIFE WAS ALIVE... THEY PREY ON THE GRIEVING...ON THE WEAK --

YOU'VE GOT TO TRUST ME ON THIS. I'M NOT AS WEAK AS YOU'VE ALWAYS BELIEVED.

AND I'VE *GOT* TO DO THIS THING. I'VE *GOT* TO KNOW.

NOW WHAT DO YOU WANT ME TO DO ABOUT THE BANK? THEY'VE CALLED AGAIN.

I CAN'T THINK ABOUT THAT RIGHT NOW. I'M SURE IT'S NOTHING. CALL MJ'S MANAGER. HE'LL HELP YOU HANDLE THIS FOR ME. I'LL BE BACK AS SOON AS I CAN.

BUT, PETER, HOW ARE YOU GOING TO GET THERE? YOU CAN'T HAVE GOTTEN A PLANE RESERVATION SO SOON!

I'VE GOT A PLAN.

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

WE'RE ALL DOOMED...AGAIN!

At a demonstration on Radiation, high school student Peter Parker was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power must also come Great Responsibility.

Stan Lee Presents
THE AMAZING SPIDER-MAN
in:

LADIES AND GENTLEMEN, WE ARE NOW MAKING OUR FINAL APPROACH TO LATVERIAN INTERNATIONAL AIRPORT. PLEASE REMAIN SEATED, CHECK YOUR SEAT RESTRAINTS AND PLACE YOUR SEAT IN AN UPRIGHT POSITION.

WHAT...

...WAS...

...I...

...THINKING?

IT'S *COLD* STOWING AWAY IN THE BELLY OF A JUMBO JET!

THE ONLY REASON I DIDN'T FREEZE TO *DEATH* IS THAT I WAS ABLE TO USE MY WEBBING TO CREATE A COCOON FOR MYSELF.

NEXT TIME I GO ONLINE. I'M SURE I COULD'VE FOUND A FLIGHT I COULD AFFORD!

HOWARD MACKIE & JOHN BYRNE
Story & Art
DAN GREEN
Inks
JOE ROSAS
Colors
RS & COMICRAFT'S TROY PETERI
Letters
RALPH MACCHIO
Editor
BOB HARRAS
Editor In Chief

OKAY... THIS IS WHERE IT GETS TRICKY!

DON'T REALLY WANT TO BOTHER TRYING TO GET THROUGH LATVERIAN CUSTOMS, SO...

THWIP

... TIME FOR A LITTLE MORE IMPROVISATION OF THE SPIDER KIND!

LATVERIA?!

THIS IS THE LAST PLACE I WOULD HAVE THOUGHT MARY JANE WOULD BE HEADING TO FOR A PHOTO SHOOT.

THEN AGAIN... I GUESS IT *IS* A BEAUTIFUL AND PICTURESQUE LITTLE COUNTRY.

EXACTLY THE KIND OF PLACE YOU'D EXPECT A MAGAZINE TO SEND A ***SUPERMODEL!***

AND I WOULDN'T PUT IT BEYOND A WORLD CLASS SUPER-VILLAIN LIKE DOCTOR VICTOR VON DOOM, TO FAKE THE DEATH OF HUNDREDS IN ORDER TO GET HIS HANDS ON A BABE LIKE ***MJ!***

STILL... I CAN'T BELIEVE I MISHEARD HER WHEN SHE TOLD ME...

PETER! I'VE GOT A MODELING GIG IN LATVERIA.

LATVIA -- COOL!

BRING ME BACK SOME CHEESE!

THAT'S THE STORY OF OUR RELATIONSHIP.

I ***NEVER*** REALLY PAID ENOUGH ATTENTION... TOO WRAPPED UP IN THE SUPER HERO THING... AND NOW SHE'S GONE --

WELL, ALL THAT'S GOING TO CHANGE WHEN I GET HER BACK!

A SIMPLE PHONE CALL AND MY LIFE GETS TURNED BACK AROUND.

SURE... EVERYONE THINKS SHE'S DEAD. BUT THEY DON'T KNOW HOW THINGS WORK OUT IN ***MY*** LIFE.

NOTHING IS EVER WHAT IT SEEMS.

AND, LIKE I TOLD AUNT MAY, NO ONE EVER STAYS DEAD FOREVER IN THE CONTINUING SOAP OPERA OF MY EXISTENCE.

HERE I AM...

...DOOM'S CASTLE!

THE VOICE ON THE TELEPHONE SAID MJ IS BEING HELD INSIDE.

I'VE GOT TO PLAY THIS COOL.

DON'T WANT TO ENDANGER MJ ANY MORE THAN I ALREADY HAVE.

NO OVERT SIGNS OF SECURITY AND ALARMS, BUT...

...IT'S TIME TO PLAY SUPER STEALTHY GUY!

USE ALL THOSE PROPORTIONATE STRENGTH AND SPIDER-LIKE POWERS TO JUST SNEAK ON IN, GRAB MY WIFE AND TAKE OFF.

I'M REALLY NOT IN THE MOOD FOR A SUPER-VILLAIN CONFRONTATION TODAY.

OKAY. HERE GOES NOTH --

WOOP WOOP WOOP WOOP WOOP WOOP WOOP WOOP

-- OOPS!

WOOP WOOP WOOP WOOP WOOP

WOOP WOOP WOOP WOOP WOOP

OH, COME ON! ALL I DID WAS *THINK* ABOUT BREAKING IN.

I KNEW DOOM WAS SOME SORT OF A *GENIUS*, BUT...

I'LL TAKE ON *THEM* AND ANYTHING ELSE HE WANTS TO SEND AGAINST ME.

I'LL TAKE ON *DOOM* HIMSELF TO GET MARY JANE...

...BACK?

...HE CAN'T BE *THAT* GOOD!

SENDING THE WHOLE *ARMY*, EH?

WHAT THE...?

IF THEY'RE NOT COMING AFTER *ME*... THEN WHO?

I *REALLY* SHOULD TAKE THIS OPPORTUNITY TO QUIETLY SNEAK *INTO* THE CASTLE AND DO WHAT I CAME HERE TO DO.

I *REALLY* SHOULD.

I...

HALT! YOU ARE IN VIOLATION OF DOOM SOVEREIGN SECURITY ACT #1000-243A.

WE ARE AUTHORIZED TO EXERCISE EXTREME ACTION IN SUPPRESSING THIS REBELLION AGAINST YOUR LORD AND MAJESTY... DR. VICTOR VON DOOM.

ANNA! WE HAVE BEEN BETRAYED!

I WAS A FOOL TO BELIEVE THAT ONE OF DOOM'S INNER CIRCLE WOULD ALLOW US ACCESS TO THE TRUE SECURITY CODES.

WE ARE *LOST* THIS NIGHT.

RUN, MY CHILD! LIVE TO LEAD THE REBELLION ANOTHER DAY!

MY PLACE IS AT YOUR SIDE, PAPA. I WILL NOT RUN --

DO AS YOU ARE *TOLD!*

THESE ELECTROMAGNETIC PULSE WEAPONS WILL ONLY KEEP DOOM'S ROBOTS AT BAY FOR A SHORT TIME.

NOW... *GO!*

FRZZTKOOM

PAPA!

I COULD JUST SNEAK RIGHT IN THROUGH THE BACK DOOR.

NO ONE WOULD *EVER* BE THE WISER.

IN.

OUT.

GONE.

THESE PEOPLE, WITH THEIR LIMITED WEAPONS, KNEW THEY WOULD BE FACING A SUPERIOR FIGHTING FORCE WITH ACCESS TO STATE OF THE ART WEAPONRY.

THEY *KNEW* WHAT THEY WERE GETTING INTO.

THEY --

YEAH...

...RIGHT!

DIDN'T YOUR ANDROID MOTHERS EVER TELL YOU IT WAS IMPOLITE TO POINT YOUR ELECTROMAGNETIC PULSE RIFLES AT STRANGERS?

FWOMP

FWOMP

HELLO!

WEREN'T YOU *LISTENING?*

YOU KNOW, YOUNG LADY, IF *I* WERE *YOU...*

...I WOULD JUST TAKE MY REBELLION TO ANOTHER DESPOTIC DICTATOR'S COUNTRY.

THOSE GUYS DON'T FIGHT *FAIR!*

YOU CAN'T GET ANY *STRANGER* THAN *ME!*

THEY ARE ROBOTS, *S-S-SPIDER-MAN?* IS IT *REALLY* YOU?

HAVE YOU COME TO JOIN OUR FIGHT TO THROW OFF THE CHAINS OF --

I'D *LOVE* TO HEAR THE REST OF YOUR IMPASSIONED SPEECH, KID...

...RIGHT NOW, I'VE GOT TO GO SAVE YOUR FATHER.

AND THANKS FOR THE TIP ABOUT THEM BEING ROBOTS.

GIVES ME LOTS MORE OPTIONS.

NOW DO AS YOUR FATHER SAID AND... *RUN!*

SHOOT! THEY CAPTURED HIM ALREADY!

OKAY... I'VE BEEN UP AGAINST *WORSE* ODDS!

IF I CAN JUST GET TO THEM BEFORE THEY GET HIM INSIDE THE CASTLE WALL --!

YEEOW!

HIT SOME SORT OF PSYCHO-NEURAL NET! LIKE HITTING A BRICK WALL!

I *THINK* I'M GOING TO BE SICK!

DID *YOU* GUYS DO *THAT?*

YOU JUST GIVE ME A COUPLE OF HOURS TO RECOVER AND I'M GOING TO SHOW YOU A THING OR TWO!

I AM SORRY TO INFORM YOU, SPIDER-MAN, BUT...

...YOUR TIME HAS RUN OUT!

HEY, DOC... WHAT'S UP?

FRAKOOM

DON'T FEEL MUCH LIKE CHATTING?

OKAY! I'LL JUST TAKE OFF... LEAVE YOUR LOVELY COUNTRY... *NEVER* TO COME BACK AGAIN!

YOU WON'T CATCH *ME* LURKING AROUND THE CASTLE AT ALL HOURS OF THE NIGHT!

NO, SIR! I DON'T CARE *WHO* YOU'VE GOT HIDDEN IN THERE.

I AM *OUTTA* HERE!

I THINK I SOUNDED PRETTY CONVINCING!

HMM? MAYBE THAT PSYCHO-NEURAL NET SCRAMBLED A FEW BRAIN CELLS.

THIS IS *NOT* THE SUBTLE ENTRANCE INTO LATVERIAN SOCIETY I WAS PLANNING.

NOW DOOM *KNOWS* I'M HERE... HE'S GOING TO HAVE THE STORM TROOPERS ON THE LOOKOUT FOR ME, AND...

...THEY'RE STILL FIRING AT ME!

GEEZ! THESE GUYS ARE PERSISTENT!

ALL I'VE GOT TO ASK MYSELF IS...

...HOW THE *HECK* DID I KNOW THAT WAS A PSYCHO-NEURAL NET?

I DON'T LIKE *ANYTHING* ABOUT THIS COUNTRY.

THE WHOLE PLACE IS GIVING ME THE *CREEPS!*

ALL I WANT TO DO IS BATTLE A FEW DOZEN STORM TROOPERS, COLLECT MY WIFE AND *GO HOME!*

WELL...HERE COMES THE *FIRST* PART OF MY WISH!

WHAT THE --?!

HEY! WHAT DO YOU THINK YOU'RE --

COME, SPIDER-MAN! YOU MUST *HIDE!*

BE QUICK! DOOM'S FORCES WILL ARRIVE SOON.

THE CELLAR IS KNOWN TO FEW LIVING SOULS.

YOU WILL BE SAFE DOWN HERE.

MY PAPA CONSTRUCTED THIS ROOM TO BE INVISIBLE TO EVEN THE MOST SOPHISTICATED OF DOOM'S MACHINERY, BUT...

...YOU *MUST* BE QUIET!

I HAVE NO PROBLEM WITH THAT.

I AM *REALLY* GOOD AT BEING QUIET.

NO MATTER WHAT *ANYONE* TELLS YOU.

THERE WAS ONE TIME I DIDN'T SAY A WORD FOR AN ENTIRE --

FWAM

SOME TIME LATER...

YOU MAY COME OUT NOW, SPIDER-MAN.

IT IS SAFE FOR NOW.

YOU?! YOU'RE THE GIRL FROM THE CASTLE!

YES. THE ONE WHO OWES HER *LIFE* TO YOU, SPIDER-MAN. MY NAME IS *ANNA*.

HOW DID YOU FIND ME?

I DID AS YOU SAID AND RAN BACK HERE, BUT I HAVE AN ASSAULT TEAM RADIO WHICH ALLOWED ME TO KEEP TRACK OF THE DIRECTION YOU WERE MOVING.

THE REBELLION HAS EYES ALL OVER THE COUNTRY.

YOU MAY RELAX NOW. DOOM'S TROOPS ARE GIVING UP THE SEARCH FOR YOU.

THAT DOESN'T SOUND LIKE THE DOOM *I* KNOW!

I THOUGHT I HEARD DOOM HAD MELLOWED OUT...AT LEAST WITH HIS OWN PEOPLE.

WE, TOO, HAD DEVELOPED A FALSE SENSE OF SECURITY. FOR SO LONG DOOM SEEMED TO TURN HIS MEGALOMANIA *OUT* TOWARD THE REST OF THE WORLD.

BUT SOME MONTHS BACK IT ALL CHANGED.

HE BECAME EVEN HARSHER THAN USUAL...PEOPLE BEGAN TO DISAPPEAR FROM THE STREETS AGAIN...IT WAS A RETURN TO THE BAD TIMES.

AND YOUR FATHER... HE IS A LEADER IN A REBELLION AGAINST DOOM'S TYRANNICAL RULE?

YES...AND NOW HE HAS BEEN CAPTURED.

BUT *YOU* ARE HERE! YOU CAN RESCUE HIM! YOU CAN SPIN WEBS AND LEAP TALL BUILDINGS IN A SINGLE --

WELL...LET'S NOT GET AHEAD OF OURSELVES HERE, ANNA.

HOW DO YOU KNOW SO MUCH ABOUT ME? HOW DO YOU EVEN RECOGNIZE ME? LAST I HEARD, LATVERIA DIDN'T EXACTLY HAVE FREEDOM OF THE PRESS.

THERE ARE *ALWAYS* WAYS TO GET INFORMATION TO PEOPLE...EVEN IN A CLOSED SOCIETY.

I KNOW ABOUT *ALL* THE GREAT AMERICAN UBER-HEROES.

A COLLECTION.

I STUDY ALL YOUR EXPLOITS.

I *KNEW* THAT SOME DAY YOU AND THE OTHER HEROES WOULD FREE US FROM THE YOKE OF DOOM'S OPPRESSION.

AND NOW YOU ARE *HERE.*

SO... WHAT IS YOUR PLAN?

MY PLAN...? OH, I *HAVE* A PLAN!

AND I WOULD *TELL* IT TO YOU, BUT...

A SHORT TIME LATER...

A PLAN?

WHO HAS TIME TO COME UP WITH *PLANS*?!

I'M A *SPUR-OF-THE-MOMENT* KINDA GUY.

I REACT TO WHATEVER LIFE THROWS MY WAY.

I BOB AND WEAVE AND --

-- SHEESH! I WISH I HAD A *PLAN!*

NOW I'VE GOT TO BREAK INTO DOOM'S CASTLE, FIND MY WIFE, FIND ANNA'S FATHER, ESCAPE WITH ALL INTACT, LAUNCH A REBELLION, BECOME THE HERO OF A NATION AND...

...LIVE HAPPILY EVER AFTER!

YEAH... RIGHT!

ALL THIS BECAUSE OF *ONE* PHONE CALL.

I HAVE NO IDEA WHO IT WAS FROM.

I HAVE NO IDEA IF IT WAS FOR SPIDER-MAN OR PETER PARKER.

IT COULD BE SOME SORT OF SICK AND TWISTED PRANK, OR...

...*NO!* SHE'S ALIVE. I KNOW IT! I CAN *FEEL* IT!

I'M THE *HERO.*

I CAN'T AFFORD TO HAVE ANY SELF-DOUBTS.

I --

FRAKOOM

OH...HI, DOOM!

I WAS JUST *THINKING* ABOUT YOU!

OKAY... ACTUALLY I *WASN'T* THINKING ABOUT YOU, BUT...

...I WAS GOING TO GET AROUND TO IT!

YOU *DARE* TO INVADE MY SOVEREIGN NATION, SPIDER-MAN?

DID YOU THINK I WOULD *NOT* BE ALERTED TO YOUR ARRIVAL AS SOON AS YOU CROSSED MY BORDERS?

I AM *DOOM!* I KNOW *ALL!* AND SOON...

...I *WILL* RULE *ALL!*

ACTUALLY, DOC, I WAS HERE FOR A FEW HOURS BEFORE YOU... ER...NEVER MIND.

HEY! I'VE GOT AN IDEA...!

...LET'S FIGHT!

SPLOT

YOU KNOW THAT GOOD OLD MINDLESS SUPER-HERO VERSUS WORLD DOMINATING VILLAIN KIND OF THING.

LOTS OF PUNCHES, PUNS, BLASTS AND WEB...

...BING?!

WHOA! TIME OUT!

I WAS JUST PLANNING ON YANKING YOU OFF YOUR FEET.

WHAT IS GOING *ON* HERE?

HEY! YOU'RE A --

I AM *DOOM!*

AND *YOU* HAVE TRESPASSED AGAINST ME!

NOW YOU WILL *DIE!*

UH HUH! DOC, DON'T TAKE THIS THE WRONG WAY, BUT --

-- NO.

I AM *NOT* GOING TO SAY IT!

REALLY... I'M *NOT!*

SORRY.

I THINK YOU'RE LETTING THIS POWER THING GO TO YOUR *HEAD!*

YOU *DARE* TAUNT ME?

FRZAAT

OW.

OW.

OW!

THAT *COULD* HAVE GONE WORSE. I'M NOT EXACTLY SURE HOW, BUT --

SPIDER-MAN!

DID YOU FIND MY FATHER?

NOT EXACTLY...

...BUT *NOW* I *HAVE* A PLAN!

TO BE CONTINUED IN PETER PARKER #15...

MARVEL® COMICS

PETER PARKER™ SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

#15

WWW.MARVEL.COM

INSTEAD OF HIS MISSING WIFE...

MACKIE
ROMITA JR
HANNA

...SPIDEY FINDS DOOM!™

JRJR

At a demonstration on Radiation, high school student PETER PARKER was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power must also come Great Responsibility.
Stan Lee Presents:
SPIDER-MAN

LATVERIA.

MACKIE & ROMITA JR & HANNA Story & Art

YOUR MAJESTY, I ASSURE YOU --

SILENCE! YOUR ASSURANCES MEAN NOTHING TO ME, GENERAL!

I WANT TO KNOW *HOW* *SPIDER-MAN* GOT INTO *MY* COUNTRY WITHOUT *ANYONE* DETECTING HIM.

I WANT TO KNOW *WHY* HE IS HERE AND *WHAT* IS BEING DONE TO FIND THIS SELF-PROCLAIMED *HERO!*

ROSAS Colors

THE RESISTANCE MOVEMENT AGAINST MY REIGN HAS BECOME QUITE BRAZEN SINCE STRYFE LANDED HERE.

RS/COMICRAFT'S TP Letters

THE TROUBLE HE CAUSED ME WAS MISTAKENLY TAKEN AS A SIGN OF WEAKNESS.

A FALLACY WE WILL SOON REMEDY, GENERALS.

OF COURSE, YOUR MAJESTY.

NOW IF I MIGHT REMOVE THIS BLINDFOLD...IF THIS IS ABOUT SOME INJURY UPON YOUR PERSON BY SPIDER-MAN...

...I ASSURE YOU, AS A SOLDIER I HAVE WITNESSED --

See Amazing Spider-Man #15 -- Von Ralf.

*UNDER THE **BEST** OF CIRCUMSTANCES THE CASTLE OF **VICTOR VON DOOM**, THE IRON-FISTED DICTATOR OF THIS SMALL EUROPEAN MONARCHY, IS A DARK AND GLOOMY PLACE... MORE SO NOW DUE TO EXTENSIVE REBUILDING.*

*TODAY, THE STORM RAGING OUTSIDE IS **NOTHING** COMPARED TO THAT WHICH BREWS WITHIN.*

REMOVE THE BLINDFOLD *ONLY* IF YOU WISH *THIS* MORNING'S SUNRISE TO HAVE BEEN YOUR *LAST*, GENERAL.

MY INJURIES ARE *NONE* OF YOUR CONCERN.

YOU DO NOT DESERVE TO VIEW MY PERSON.

THE *ONLY* THING THAT SHOULD PREOCCUPY YOUR MIND IS THAT YOU...

MACCHIO Editor HARRAS Editor in Chief

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

...BRING ME THE HEAD OF SPIDER-MAN!

AND GENERAL...

...SEE THAT IT IS SOON.

ON HIS WORD...

...A CAMPAIGN OF TERROR BEGINS.

THE CITIZENS OF LATVERIA HAVE NOT EXPERIENCED SUCH A VIOLATION OF THEIR HUMAN RIGHTS SINCE THE BAD OLD DAYS OF DOOM'S INITIAL CONQUEST OF THEIR COUNTRY.

ONLY TWO MEN ARE CAPABLE OF ENDING THE DESTRUCTION WHICH IS YET TO COME.

DR. DOOM, AND ...

...SPIDER-MAN.

ONE WILL NOT.

THE OTHER...

WHAT AM I DOING HERE?

SITTING IN THE DARK, IN A REBEL STRONGHOLD, WHILE DOOM LEVELS HIS OWN COUNTRY LOOKING FOR ME?

WHAT I *SHOULD* BE DOING IS FINDING MY *WIFE*, MARY JANE!

JUST *MORE* OF THE SUPER-HERO SOAP OPERA LIFE.

MY SUPERMODEL WIFE IS HOUNDED BY A STALKER, AND WHILE *I'M* TOO BUSY PLAYING SUPER-HERO GUY...

...SHE GETS MAD, TAKES OFF ON A SHOOT, SOMEONE *FAKES* HER DEATH IN A PLANE CRASH AND *THEN*...

...I GET A PHONE CALL SENDING ME TO *LATVERIA* LOOKING FOR HER!

I *KNOW* SHE'S ALIVE, BUT SOMEHOW I'M THINKING THE LATVERIA THING WAS A *SET-UP!*

I'VE GOT TO GET *OUT* OF THIS COUNTRY, LET THE GOOD CITIZENS GET BACK TO WHAT PASSES FOR A NORMAL LIFE UNDER THE BOOT HEEL OF A DICTATOR LIKE DOOM, AND GO FIND HER!

AND WHAT THE HECK IS DOOM DOING BACK *HERE*, ANYWAY? I THOUGHT HE'D BE ON HIS HONEYMOON WITH *SUE RICHARDS* BY NOW.

THEIR RECENT MARRIAGE MADE ALL THE PAPERS!

NO. I FOUGHT A DOOM BOT!

YEAH... THAT ONE MAKES SENSE! SO THE REAL DOOM IS STILL --

MAN! POOR *REED!* AND I THINK MY LIFE STINKS!

BUT NO WORSE THAN THIS CELLAR!

OOPS! THAT'S ME! GUESS I FORGOT TO PACK THE SLICK STICK!

WHERE IS HE?

HOW DO THESE INSIGNIFICANT *ANTS* DARE TO STAND AGAINST THE WILL OF *DOOM?*

WELL THEN...

...IT IS TIME.

I'VE GOT A *REAL* BAD FEELING RIGHT NOW!

DANGER SENSE IS STARTING TO CREEP UP ON ME LIKE *SOMETHING* BIG IS ABOUT TO HAPPEN.

GENERAL... TEACH LATVERIA A LESSON IT WILL NOT SOON FORGET.

ALL STRIKE FORCE UNITS...

...GO!

EARLIER
DAY
FIRE
NO.
I CAN'T BELIEVE EVEN DOOM...HIS ROBOT... OR WHATEVER THAT THING IS I FOUGHT LAST NIGHT WOULD DO SUCH A THING!
THOSE BLASTS LEVELED A SMALL PART OF THAT TOWN!

WELL... THE HIDING IN THE CELLAR PORTION OF THIS DRAMA IS OFFICIALLY *OVER!*

OMIGOD!

HE...IT...IS *INSANE!*

I'VE GOT TO STOP THEM. I CAN'T LET ANOTHER CHILD LOSE ITS FATHER, OR A HUSBAND LOSE HIS WI --

NO!

THERE IS NOTHING YOU CAN DO.

NOT NOW. NOT AGAINST AN *ARMY.*

THERE ARE *TOO* MANY OF THEM FOR EVEN *YOU!* WE HAVE SURVIVED THIS KIND OF THING BEFORE. WE WILL SURVIVE AGAIN THIS NIGHT.

BUT --

PLEASE.

YOU SAID YOU WOULD HELP ME FREE MY FATHER. YOU SAID YOU HAD A PLAN. IF YOU GO OUT THERE...YOU *WILL* LOSE. AND I WILL LOSE MY FATHER FOREVER.

DO YOU *KNOW* WHAT IT IS LIKE TO LOSE SOMEONE YOU LOVE?

See Amazing Spider-Man #15 -- R.M.

YES.

I DO.

I AM SORRY WE BOTH MUST KNOW SUCH PAIN, BUT...

...WE WILL SURVIVE.

NOW COME WITH ME.

WE MUST GET YOU AWAY FROM THIS PLACE.

FNR

YOU CANNOT GO OUT LIKE THAT. IT WOULD BE GIVING OUR RULER EXACTLY WHAT HE WANTS.

HERE... CHANGE INTO THESE.

I... I --

WHAT?

AFRAID TO LET ME SEE WHO YOU ARE? WE LIVE THOUSANDS OF MILES FROM ONE ANOTHER.

WE WILL ***NEVER*** SEE EACH OTHER AGAIN.

WELL...

EMBARRASSED?

I WON'T PEEK. PROMISE.

HMMM.
NOT BAD, BUT...
...I THINK I PREFER YOU IN YOUR COSTUME, MISTER SUPER HERO!
BE QUIET.
LET ME DO *ALL* THE TALKING.
FNR
JUST FOLLOW MY LEAD.
IF WE DO NOT ACT SUSPICIOUS THEY SHOULD ALLOW US TO PASS WITH NO PROBLEMS.
PAPERS.
PAPERS... ER...RIGHT... I...ER... ANNA?
PAPERS *NOW!*
SO MUCH FOR INCONSPICUOUS!

FWOOMP

YOU'RE GOING TO WANT TO JUST LET YOUR BODY GO *LIMP!*

I *KNOW* IT'S TOUGH TO DO, BUT...

...IT WILL ALLOW ME TO GO A *LOT* FASTER IF I'M NOT FIGHTING TO HANG ON TO YOU!

AND TRUST ME...

...RIGHT NOW WE WANT *FAST!*

THIS IS *FUN.*

OH, YEAH...A WHOLE LOT OF *FUN!*

A SHORT TIME LATER...

HERE.

WE CAN STOP HERE, SPIDER-MAN. DOOM'S PATROLS RARELY COME THIS FAR OUT INTO THE COUNTRYSIDE.

IT IS THE ONLY RESPITE WE EVER GET.

IT IS THE LATVERIA WE ALL PREFER TO THINK ABOUT...THE LATVERIA WHICH EXISTED BEFORE HE CAME...THE LATVERIA THAT MY FATHER AND THE OTHER REBELS WOULD LIKE TO RETURN TO THE PEOPLE.

IT IS ALL WE LIVE FOR...WHY WE DO WHAT WE DO.

WHAT ABOUT YOU? WHY IS IT THAT *YOU* HAVE BECOME A HERO? WHAT MOTIVATES YOU?

IT'S --

YOU KNOW... I USED TO THINK I KNEW.

IT ALL SEEMED SO SIMPLE AND CLEAR... I HAVE THESE POWERS AND FEEL A RESPONSIBILITY TO USE THEM TO HELP PEOPLE.

IT WAS A HARD LESSON I LEARNED AT WAY TOO YOUNG AN AGE.

BUT...SO MUCH HAS HAPPENED TO ME SINCE... MY WIFE...SHE'S GONE, BUT I *KNOW* SHE'S STILL OUT THERE SOMEWHERE AND I --

-- I JUST DON'T KNOW ANYMORE.

FWOOM

IT WILL BE FINE.

IT IS JUST ANOTHER OF DOOM'S DEMONSTRATIONS OF POWER.

HE DOES THIS PERIODICALLY TO REMIND US THAT HE IS IN CONTROL.

HE NEVER ACTUALLY --

FRAKOOM

FRAKOOM

FRAKOOM

SOMETIMES IT'S *NOT* ABOUT THE POWER AND RESPONSIBILITY.

SOMETIMES IT'S JUST BECAUSE SOMEONE HAS *GOT* TO STAND UP TO PEOPLE LIKE DOOM.

I'LL GET YOUR FATHER FOR YOU AND THEN...

...I'M GOING TO GO AND FIND MY WIFE!

A SHORT TIME LATER...

YOU DARE TO QUESTION ME?!

B-B-BUT, MY LORD, THE BRUTALITY OF THE ACTIONS... AGAINST YOUR OWN PEOPLE...

IS *EXACTLY* WHAT THEY DESERVE FOR GIVING SANCTUARY TO AN ENEMY OF THE STATE!

YOU DISAPPOINT ME, GENERAL.

I DO NOT LIKE BEING DISAPPOINTED.

FWOOM

BRING THE REBEL LEADER TO ME.

AN EXAMPLE MUST BE MADE TO ALL THOSE WHO OPPOSE DOOM!

THE REBELLION WILL FAIL AND YOU WILL NOT LIVE LONG ENOUGH TO SEE THE DAWN!

UNLESS OF COURSE YOU COME OVER TO MY SIDE...JOIN ME... LEAD MY FORCES TO VICTORY!

DO THIS...OR *DIE!*

REALLY?

BUT WE WERE COUNTING ON HAVING A BIG CELEBRATION AFTER WE BLEW UP THE DEATH STAR!

AND IF YOU TELL ME YOU'RE MY FATHER...

YOU HAVE COME TO ME.

IT IS THE WEAKNESS OF YOUR KIND.

A WILLINGNESS TO SACRIFICE YOURSELVES FOR OTHERS.

EVEN THOSE YOU DO NOT KNOW.

YEAH, BUT... I'LL BET I GET LOTS MORE CHRISTMAS CARDS THAN *YOU* DO!

THE OUTSIDER IS *OURS!*

A PROMOTION TO THE MAN WHO BRINGS DOWN SPIDER-MAN!

OH, YEAH...I'M SURE THAT'S WHAT YOU ALL WANT...

...A PROMOTION!

BECAUSE THERE IS SUCH *JOB* SECURITY WORKING FOR A MEGALOMANIACAL DICTATOR!

HOW MANY BEDS ARE THERE IN THE *LATVERIAN GENERALS RETIREMENT HOME?*

YOU MUST BE ANNA'S DAD.

HOW YOU DOING? I'M SPIDER-MAN AND I'VE COME TO RESCUE YOU.

GIVE ME A MINUTE OR TWO AND I'LL GET TO THE RESCUING PORTION OF OUR EVENING!

YOU KNOW...THE FUNNY THING IS I KEEP THINKING I'M DEALING WITH THE REAL MCCOY.

YOU ARE PRETTY GOOD.

GOOD ENOUGH TO FOOL ME, AND EVERYONE ELSE, INTO BELIEVING YOU'RE DOOM.

AND I'M NOT PRETENDING THAT DOOM IS EVEN CLOSE TO BEING A GOOD GUY, BUT...

...I KNOW VICTOR VON DOOM. AND YOU, SIR, ARE *NOT* HIM!

AND IT'S PRETTY MUCH TIME THAT EVERYONE ELSE KNOWS IT!

PTHOOM

WHAT?
DOOM... HE'S A... A --
I BELIEVE THE WORDS YOU'RE SEARCHING FOR ARE...AN ANDROID... A ROBOT...A *DOOM BOT!*
YOU *ALL* HAVE BEEN ALLOWING A ROBOT...
...A HEARTLESS, UNFEELING MACHINE...
...TO LEAD YOUR NATION AND INFLICT HORRORS UPON ITS PEOPLE.
AND YOU'VE ALL BLINDLY DONE ITS BIDDING.

HOW DO YOU ALL FEEL ABOUT BEING THE PUPPETS OF A WALKING PIECE OF MACHINERY?

FIRE!

NO...

...I AM...

PTOOM

PTOOM

PTOOM

PTOOM

...OOOOOM...

I --

FRAKOOM

LOOKS LIKE YOUR REBELLING DAYS ARE OVER, SIR.

I AM NOT FOOLISH ENOUGH TO BELIEVE THAT DOOM WILL NOT RETURN TO RECLAIM LATVERIA, SPIDER-MAN.

WHY NOT LEAVE THEN?

GO SOMEWHERE ELSE?

BECAUSE IT IS OUR HOME.

AND IT IS WHAT WE DO.

I GUESS YOU'RE RIGHT, ANNA. WE ALL DO WHAT WE HAVE TO. GOOD LUCK IN TAKING YOUR COUNTRY BACK.

NOW...

...I MAY'VE HELPED THESE POOR PEOPLE OUT, BUT I'M NO CLOSER TO GETTING A CLUE ABOUT MARY JANE'S WHEREABOUTS.

SOMEONE'S PLAYING ME...USING MY GRIEF -- AND MY HOPE -- TO PUSH ALL THE RIGHT BUTTONS...TO GET ME TO TRAVEL HALFWAY AROUND THE WORLD BECAUSE OF A SIMPLE PHONE CALL.

WELL, HE CAN PLAY WITH MY HEAD ALL HE WANTS, BUT SPIDER-MAN DOESN'T GIVE UP EASILY! AND WHEN I FIND OUT WHO THIS MYSTERY MAN IS...

...HE'S GONNA WISH HE'D MINDED HIS OWN BUSINESS. BIG TIME!

NEXT: THE SANDMAN!

'NUFF SAID.

MARVEL COMICS

#16

WWW.MARVEL.COM

THE AMAZING SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

A SPY THRILLER SUPREME FEATURING THE MACABRE GHOST!™

MACKIE
BYRNE
GREEN

PLUS: A GUEST STAR FROM A DISTANT TIME WITH A MISSION TO BOGGLE THE MIND!

ISSUE ONE

At a demonstration on Radiation, high school student PETER PARKER was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power must also come Great Responsibility. STAN LEE PRESENTS:

THE AMAZING SPIDER-MAN!

JOHN L. BYRNE
HOWARD MACKIE
story and art

DAN GREEN
inks

NOTE TO SELF...

...DO *NOT* TRAVEL HALF-WAY AROUND THE WORLD, TO A COUNTRY RUN BY A ROBOTIC VERSION OF AN EVIL TYRANT, WHILE SEARCHING FOR YOUR MISSING WIFE...*JUST* BECAUSE YOU RECEIVED A PHONE CALL FROM SOMEONE WHO SAYS SHE'S BEING HELD IN SAID TYRANT'S CASTLE!

AND IF YOU *DO* TRAVEL...

...MAKE *SURE* YOU'VE GOT A PLAN FOR GETTING *BACK!*

MAN! I NEED A *SHOWER!*

That just about covers events of the last few months! -- Recappin' Ralf.

RS & COMICRAFT'S TROY PETERI
letters

JOE ROSAS
colors

RALPH MACCHIO
editor

BOB HARRAS
chief

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

YEAH! THAT'S *EXACTLY* WHAT I NEED!

A HOT SHOWER, A LONG NAP, SOME OF *AUNT MAY'S* HOME COOKING AND THEN...

...I CAN FIGURE OUT WHAT I SHOULD DO NEXT TO FIND MARY JANE.

I REFUSE TO BELIEVE SHE DIED IN THAT RECENT PLANE CRASH!

WHAT THE HECK?!

THE PLACE LOOKS LIKE A DISASTER AREA! EVERYTHING'S ALL PACKED UP AND...

AUNT MAY!

PETER! I'M GLAD YOU'RE BACK! I WAS STARTING TO WORRY SO WHEN I DIDN'T HEAR FROM YOU.

HAVE YOU EATEN? I CAN PROBABLY WHIP SOMETHING UP FOR YOU. I DON'T *THINK* THE ENTIRE KITCHEN IS ENTIRELY PACKED YET...

AUNT MAY, WHAT IS GOING ON HERE? WHY DOES IT LOOK LIKE WE'RE MOVING OUT?

I *TRIED* TALKING TO YOU ABOUT IT BEFORE YOU LEFT, BUT YOU WERE *SO* ENTHUSIASTIC OVER THE NEWS ABOUT MARY JANE THAT YOU JUST WOULDN'T HEAR IT.

I DID THE BEST I COULD TO DELAY IT ALL, BUT SOON AFTER YOU LEFT FOR LATVERIA THINGS STARTED FALLING APART.

THE BANK CLAIMS THAT THE MORTGAGE ON THE APARTMENT WAS SEVERAL MONTHS IN ARREARS...

...SAME WITH THE ELECTRIC COMPANY, INSURANCE, CREDIT CARDS... *EVERYTHING.*

I'VE BEEN STAYING OUT IN QUEENS WITH *ANNA WATSON.* YOU KNOW THERE WOULD BE PLENTY OF ROOM FOR YOU, PETER.

I KNOW ANNA WOULD BE MORE THAN HAPPY --

NO...NO... NO!

THIS IS IMPOSSIBLE. HOW COULD THIS BE HAPPENING? MARY JANE'S MANAGER IS SUPPOSED TO HANDLE ALL HER FINANCES.

DID YOU TRY CONTACTING HIM?

I TRIED, DEAR, BUT HE'S NEVER GOTTEN BACK TO ME. I DIDN'T KNOW WHAT TO DO. YOU WERE GONE AND --

DON'T WORRY, AUNT MAY. MJ WAS TAKING CARE OF US. IT'S HER MODELING MONEY THAT GOT US THIS FIFTH AVENUE PENTHOUSE. I'LL STRAIGHTEN THIS OUT.

OVER THE NEXT SEVERAL HOURS...

THIS CAN'T BE HAPPENING!

MARY JANE WAS ONE OF THE COUNTRY'S TOP SUPERMODELS.

SHE TOLD ME THAT THE MONEY WAS JUST ROLLING IN.

AND LIKE A DOPE, I NEVER CHECKED UP ON ANYTHING.

HOW COULD HER MANAGER JUST HAVE DISAPPEARED...

...AND CLEANED OUT ALL OF HER ACCOUNTS?!

IT JUST CAN'T.

ALL WE'VE GOT LEFT IS DEBT!

THIS CAN'T BE HAPPENING.

A SHORT TIME LATER...

I'M SORRY, AUNT MAY. IT'S JUST GOING TO TAKE ME A LITTLE TIME TO GET THIS ALL STRAIGHTENED OUT.

BUT I'LL GET US BACK ON OUR FEET. I PROMISE.

OF COURSE YOU WILL, DEAR.

I'VE STILL GOT MY JOB AT TRICORP, AND THE OCCASIONAL FREELANCE CHECK FROM THE DAILY BUGLE.

I *HAD* BEEN JUST SENDING ALL THE MONEY STRAIGHT INTO THE JOINT ACCOUNT, SO WE DON'T HAVE ANY SAVINGS *NOW*, BUT SOON...

PETER. I *WILL* BE OKAY. PLEASE DON'T WORRY ABOUT IT.

THINGS JUST HAVE A WAY OF WORKING THEMSELVES OUT.

COME OUT TO ANNA'S TONIGHT.

HAVE A HOT MEAL AND A GOOD NIGHT'S SLEEP.

THINGS WILL SEEM BETTER IN THE MORNING.

WHERE DOES SHE FIND THE STRENGTH?

AFTER EVERYTHING SHE'S BEEN THROUGH IN HER LIFE...

...HOW DOES SHE DO IT?

I'VE GOT TO GET TO WORK.

GOT TO START PULLING THINGS TOGETHER.

SHE'S A WIDOW BECAUSE ONCE UPON A TIME I FAILED TO ACT. I *WON'T* FAIL HER AGAIN.

A SHORT TIME LATER, AT THE TRICORP RESEARCH CORP. FACILITIES...

HERE, SOME OF THE BEST AND THE BRIGHTEST SCIENTIFIC MINDS OF OUR GENERATION ARE DRAWN TO LEAD THIS NATION INTO THE THIRD MILLENNIUM...

...AND TO MAKE A PROFIT, WHILE DOING SO.

AMIDST THE FLURRY OF ACTIVITY WHICH, TO THOSE WORKING AT TRICORP, IS KNOWN AS WEDNESDAY...

...COMES A MOST UNLIKELY VISITOR.

HER NAME IS CASSANDRA LOCKE.

SHE IS A TIME TRAVELING HISTORIAN AND LIBRARIAN FROM A FAR DISTANT PERIOD.

See the new MARVEL: LOST GENERATIONS book for full details -- Plug-happy Ralf.

WHERE AM I *NOW?*

THE FASHIONS APPEAR TO BE RIGHT FOR THE TWENTY-FIRST CENTURY, BUT...

...I'M JUST NOT SURE I HIT THE RIGHT DECADE.

TARGETING IS SO IMPRECISE WHEN --

HEY! STOP!

WHAT? HOW COULD THEY KNOW --?

I'VE BEEN LOOKING ALL OVER FOR YOU.

I... ER...

TERRY! TERRY KWAN! I'M TALKING TO YOU!

WHAT --? OH, PETER. I DIDN'T EXPECT YOU TO --

I'M SO SORRY TO HAVE HEARD ABOUT YOUR WIFE. I...

WHAT ARE YOU DOING HERE?

I STILL WORK HERE...RIGHT? I HAD A HECK OF A TIME GETTING THROUGH SECURITY TONIGHT. WHAT'S GOING ON HERE?

ER... RIGHT...YOU HAVEN'T BEEN HERE IN AWHILE.

I'M SORRY, PETER, BUT YOU REALLY SHOULD TALK TO DR. TWAKI.

I LIKE YOU, PETER, AND YOU KNOW I WENT OUT ON A LIMB TO CONVINCE DR. TWAKI TO TAKE YOU ON HIS TEAM, BUT...

LOOK... YOU'VE GOT TOO MUCH GOING ON IN YOUR LIFE RIGHT NOW...EVEN THOUGH THIS STARTED LONG BEFORE --

-- MAYBE YOU SHOULD TALK TO TWAKI.

I'M SORRY, PETER.

PETER?

PETER WHO? HE LOOKS SO FAMILIAR.

SOMETHING I READ ABOUT... SOMETHING IMPORTANT... *WHAT?*

BWONG BWONG BWONG

INTRUDER ALERT.

ALL SECURITY TEAMS SEAL DOWN FACILITY.

REPEAT... WE HAVE AN UNAUTHORIZED INTRUDER ON THE PREMISES.

OH, BOY...

...NOW I'M IN TROUBLE!

I CAN'T BE CAPTURED.

NOT NOW.

NOT BEFORE I'VE COMPLETED MY MISSION.

THAT PETER GUY TOOK OFF IN *THIS* DIRECTION AS SOON AS THE ALARM WAS SOUNDED.

MAYBE I CAN FOLLOW HIM AND --

HE'S GONE!

HOW DID HE...?

I *WISH* I COULD REMEMBER WHY HE LOOKED SO FAMILIAR!

THIS ISN'T GOOD.

I HAVE NO IDEA *WHERE* I'M RUNNING TO.

I CAN'T ESCAPE THESE GUARDS.

KEEP GOING! LAB *213-RM!* SEAL OFF THE ENTIRE FLOOR!

WHAT?

I WAS KIDDING MYSELF TO THINK THAT I COULD EVER HAVE HOPED TO HAVE ACCOMPLISHED WHAT I'VE SET OUT TO DO.

I'M NO HERO.

THEY'RE RIGHT ON MY HEELS. MIGHT AS WELL JUST GIVE MYSELF UP!

THEY'RE *NOT* AFTER ME?

I'VE *REALLY* GOT TO STOP ASSUMING THAT I'M THE CENTER OF THE UNIVERSE...

...*AND* THE CENTER OF *TIME!*

THOUGH I DO GET THE FEELING THAT, NO MATTER WHAT, IF I STOPPED AT THIS TIME AND PLACE, IT MUST HAVE SOME HISTORIC IMPORTANCE.

GUESS I'LL JUST FOLLOW ALONG AND SEE WHAT TURNS UP.

WHOA!

THIS IS IT!

I CAN'T BELIEVE I'M *HERE* FOR THE MOMENT OF ITS CREATION.

EVERY SINGLE TECHNOLOGICAL ADVANCE MANKIND MAKES FROM THIS DAY FORWARD IS BASED ON THE WORK BEING DONE IN THIS ROOM TODAY.

AND I'M HERE TO WITNESS IT. COOL.

THAT'S THE MAN HIMSELF... TWAKI.

HE DOESN'T SEEM TOO IN CONTROL OF THE SITUATION.

WONDER WHY? CAN'T BE A GOOD THING.

WHOA! THE *GHOST!*

WAIT...I'M CONFUSED. IS THIS *BEFORE* TWAKI ADAPTED HIS TECHNOLOGY TO --

-- THAT WOULD MEAN...

OH, BOY.

WHAT THE --?

SPIDER-MAN?!

I *DID* ARRIVE TOO SOON!

THIS IS ALL TOO CONFUSING.

I WISH THEY HAD A MORE ACCURATE AND RELIABLE METHOD OF RECORDING HISTORY BACK NOW.

I SHOULD JUST KEEP MOVING ON, BUT...

I'VE *GOT TO* STICK AROUND AND SEE HOW THIS ALL PLAYS OUT.

SO MANY QUESTIONS REGARDING THIS TIME PERIOD COULD BE STRAIGHTENED OUT BY MY BEING HERE.

THE OPPORTUNITY OF A LIFETIME.

EXCUSE ME, DR. TWAKI, BUT I THINK THIS IS NOT THE PLACE FOR YOU RIGHT NOW.

SPIDER-MAN!

MY ASSISTANT... I --

I GOT YOU BOTH.

NOW MAYBE YOU CAN SHUT THIS THING DOWN BEFORE IT COMPLETELY GOES.

EXACTLY WHAT IS IT YOU'RE WORKING ON ANYWAY?

AN ADVANCED FORM OF ENERGY WHICH -- IS FAR TOO COMPLEX AN ENDEAVOR TO EXPLAIN TO THE LAY MIND, SPIDER-MAN.

AND I HAVE NO TIME TO GIVE YOU AN ADVANCED PHYSICS LESSON.

GUESS I SHOULD HAVE BEEN PAYING MORE ATTENTION TO THE STUFF GOING ON HERE AT TRICORP.

NO! OVER HERE. IT'S THE GHOST! HE DID IT!

WAIT A MINUTE! HOW DID YOU GET IN HERE?

SPIDER-MAN IS THE SABOTEUR!

I'VE GOT HIM!

NO! DON'T SHOOT! YOU'LL --!

DO EXACTLY WHAT I HAD HOPED!

PTOOM

YOUR BULLETS NEVER STOOD A CHANCE OF CONNECTING WITH ONE WHO CAN DEMATERIALIZE HIMSELF AT WILL!

AND NOW YOUR BULLETS WILL STRIKE WHERE I HAD PLANNED.

NO!

WITH THAT COMPUTER BANK TAKEN OFF LINE...

...THIS WHOLE FACILITY IS GOING TO BLOW.

THERE'S GOT TO BE A BACKUP CUT-OFF SWITCH. WHERE IS IT?

THERE!

ON THE OTHER SIDE OF THE ENERGY FIELD.

OH BOY.

YOU'LL NEVER BE ABLE TO GET TO IT IN TIME, SPIDER-MAN. IT'S HOPELESS.

DOC, **HOPELESS** IS MY MIDDLE NAME THESE DAYS.

I'LL GET IT.

SO I'LL LOSE A FEW BRAIN CELLS IN THE PROCESS.

YOU KNOW... I THOUGHT THIS WAS GOING TO BE HARDER THAN JUST FLIPPING A SWITCH!

OH IT *IS*... **TRUST** ME!

WHO'LL NOTICE?

WHAT DID YOU --?

RE-PROGRAMMED THE COMPUTERS SO THAT THE CUT-OFF SWITCH JUST *INCREASED* THE POWER INPUT.

BUT THAT'LL CAUSE THE THING TO --

I AM AN *INDUSTRIAL SABOTEUR,* SPIDER-MAN!

I GET PAID GOOD MONEY TO MAKE SURE THINGS BLOW UP!

THE PEOPLE PAYING MY VERY EXORBITANT FEE WANT TO MAKE SURE TWAKI'S EXPERIMENT FAILS TODAY.

AND THEY DON'T WANT A SHRED OF EVIDENCE LEFT BEHIND.

ENERGY OUTPUT HAS INCREASED FIFTY PERCENT!

A BLAST OF THIS MAGNITUDE WILL LEVEL HALF OF MANHATTAN!

NO. THAT *CAN'T* BE.

THAT NEVER HAPPENED.

I'M NO EXPERT ON THIS DECADE, BUT I DO *KNOW* THAT MANHATTAN DOES *NOT* BLOW UP.

THIS IS ALL SO *WRONG!*

FACE IT, SPIDER-MAN, YOU CAN'T DEFEAT ME...YOU CAN'T EVEN HIT ME WHILE I'M INTANGIBLE. BUT...

...I CAN HIT YOU!

THE BLAST WILL PASS THROUGH ME AS EASILY AS YOUR FISTS DO.

I DON'T THINK YOU WILL BE SO LUCKY.

AND WHEN THIS PLACE BLOWS...AND IT WILL...

...I'LL GET TO WATCH IT ALL RIGHT FROM GROUND ZERO.

DR. TWAKI! YOU'VE GOT TO...OH! WHAT DO YOU CALL IT?! I READ ABOUT IT BACK IN SCHOOL...

...INVERT THE PHASE DIFFERENTIAL! YEAH! THAT'S IT!

INVERT THE -- ARE YOU MAD?! WHO ARE YOU?

IT DOESN'T MATTER, BUT PHASE INVERSION IS GRADE SCHOOL PHYSICS... FORTUNATELY I WAS AWAKE THE DAY WE COVERED IT... YOU'VE GOT TO TRUST ME.

I HAVE NO IDEA WHAT YOU'RE TALKING ABOUT, YOUNG LADY...BUT IT MAKES SOME WARPED SENSE!

YES! OF COURSE! PHASE INVERSION...

IT'S WORKING! THE REACTION IS DAMPING DOWN. NOW TO HELP SPIDER-MAN.

IF I USE THE TIME-WARP CAPABILITIES OF MY BELT...

...I JUST MIGHT BE ABLE TO PUT THE GHOST'S MECHANISMS OUT OF SYNC FOR A COUPLE OF SECONDS AND --

-- NOW, SPIDEY! NOW!

HUH?

HELLO THERE, GHOST! THERE'S SOMETHING I'VE BEEN WANTING TO GIVE YOU ALL NIGHT!

KRAK

WAIT! PROVE WHAT YOU'RE SAYING IS TRUE. TELL ME SOMETHING FROM MY FUTURE!

NOW TALK.

OH...I GUESS I CAN TELL *YOU!*

MY NAME IS ***CASSANDRA LOCKE...*** I'M A HISTORIAN FROM THE FUTURE.

I'M ACTUALLY ON MY WAY TO THE *1950'S*, BUT I CAME UP SHORT.

AND NOW I'M OUT OF HERE. YOUR WEBBING WON'T BE ABLE TO HOLD ME ONCE I TIME-SHIFT OUT --

MY AREA OF EXPERTISE IS A LITTLE FURTHER BACK...THE *COLD WAR,* BUT...

I THINK YOU LIVE TO BE AN OLD MAN.

THANKS LADY, BUT...

...WHO ***ARE*** YOU?

WILL YOU BUY...

...THAT I'M A ***FRIEND?***

ONE WHO HAS GOT TO GET OUT OF VIEW SO THAT SHE CAN TIME-SHIFT OUT OF HERE?

THWAPP

WELL, THANKS FOR THAT. BUT WHAT ABOUT MY WIFE, MARY JANE?

MARY JANE?

WHO'S MARY JANE?

THERE HE IS!

OKAY, SPIDER-MAN -- HOLD IT RIGHT THERE! WE'VE GOT SOME QUESTIONS!

STOP... OR I'LL SHOOT!

ENOUGH WITH THE *SHOOTING* ALREADY! WHO KNOWS *WHAT* YOU'LL HIT *THIS* TIME!

LATER, BOYS IN BLUE.

I HAVE MY DOUBTS ABOUT THAT WOMAN BEING FROM THE FUTURE. EVEN THOUGH SHE PHASED OUT ON ME, THE GHOST DID THE SAME THING. MAYBE THEY WERE IN CAHOOTS. RIGHT NOW, I'VE GOT MORE IMPORTANT THINGS TO WORRY ABOUT.

A SHORT TIME LATER...

THIS IS PROBABLY *NOT* THE BEST TIME TO APPROACH DOCTOR TWAKI, BUT...

...I'VE GOT TO KNOW WHAT TERRY WAS TALKING ABOUT BEFORE.

WOW! WHAT HAPPENED HERE, DOCTOR?

PARKER?

I'M SURPRISED EVEN *THIS* NEAR CATASTROPHE BROUGHT YOU AROUND.

I KNOW, DOCTOR.

I HAVEN'T BEEN AROUND AS MUCH AS I SHOULD BE, BUT I'VE BEEN A BIT OVERWHELMED BY...BY THINGS.

I'M READY TO KNUCKLE DOWN AND COMMIT TO TRICORP ONE HUNDRED PER --

PETER...IT STARTED LONG BEFORE THE RECENT TRAGEDY IN YOUR LIFE, FOR WHICH YOU HAVE MY DEEPEST REGRETS.

YOU'VE NEVER SHOWN MUCH PASSION FOR YOUR WORK HERE.

YOU'RE YOUNG... THERE HAVE BEEN EXTENUATING CIRCUMSTANCES...

YOU HAVE THE SYMPATHIES OF ALL OF US AT TRICORP, BUT...

...PERHAPS ANOTHER JOB WOULD SUIT YOUR PARTICULAR LIFE-STYLE.

YEAH...YOU'RE RIGHT.

MAYBE SOME OTHER RESEARCH TEAM... SOMETHING A LITTLE LESS STRESSFUL UNTIL I GET EVERYTHING IN ORDER WOULD BE THE WAY TO GO.

WHATEVER YOU THINK IS BEST, DOCTOR.

I'M SORRY, SON, YOU MISUNDERSTAND.

YOUR SERVICES ARE NO LONGER REQUIRED AT TRICORP.

WHAT?! I'M --

DAILY BUGLE

...FIRED?

I THOUGHT I HAD THAT JOB *ACED!* IT WAS A DREAM COME TRUE AND I LET IT SLIP THROUGH MY FINGERS.

AT LEAST I'VE GOT THE BUGLE FREELANCE TO KEEP ME GOING UNTIL I FIND SOMETHING ELSE.

I SHOULD BE ABLE TO PICK *SOMETHING* UP FOR THESE SHOTS OF SPIDER-MAN AND THE GHOST IN ACTION.

I'M SURE JONAH CAN PUT HIS USUAL SPIN ON THE STORY AND VILLIFY SPIDER-MAN.

PARKER... WHAT CAN I DO FOR YOU?

I'VE GOT SOME SHOTS OF SPIDER-MAN, AND --

CAN'T USE THEM.

WHAT? WHY NOT?

CHANGE IN EDITORIAL POLICY.

WHAT ELSE DO YOU HAVE?

NOTHING, BUT...

WAIT A MINUTE.

A FEW WEEKS BACK... WHEN VENOM KNOCKED ME OUT...JONAH WAS STANDING OVER ME...HE COULD HAVE...TAKEN OFF MY MASK...

...DOES HE *KNOW?*

Remember? it was in Peter Parker #10 -- R.M.

YOU MIGHT WANT TO TRY YOUR HAND AT SOMETHING ELSE, SON.

TIME TO DIVERSIFY.

DOES HE KNOW? IS THAT WHY THE SUDDEN CHANGE IN POLICY?

JONAH, IF YOU COULD LOOK AT THE SHOTS, I THINK MAYBE SPIDER-MAN WAS INVOLVED IN --

SORRY, PETER...

...NOT TODAY.

THE WAY HE'S LOOKING AT ME.

HE'S GOT TO KNOW.

AND HE'S HOLDING IT AGAINST ME... NOT BUYING ANY OF THE PHOTOS...

...WHAT AM I GOING TO DO NOW?

THE END

MARVEL COMICS

ANNUAL

APPROVED BY THE COMICS CODE AUTHORITY

THE AMAZING SPIDER-MAN

WWW.MARVEL.COM

2000

MACKIE JANS

AT A DEMONSTRATION ON RADIOLOGY, HIGH SCHOOL STUDENT **PETER PARKER** WAS BITTEN BY AN IRRADIATED SPIDER FROM WHICH HE GAINED THE ARACHNID'S INCREDIBLE ABILITIES. WHEN A BURGLAR KILLED HIS BELOVED UNCLE BEN, A GRIEF-STRICKEN PETER VOWED TO USE HIS GREAT POWERS IN THE SERVICE OF HIS FELLOW MAN, BECAUSE HE LEARNED AN INVALUABLE LESSON: WITH GREAT POWER MUST ALSO COME GREAT RESPONSIBILITY. STAN LEE PRESENTS:

THE AMAZING SPIDER-MAN!

IS *THIS* ALL THERE IS IN LIFE?

ROOFTOPS AND WEBS?

I KNOW THAT THERE'S A *CERTAIN* AMOUNT OF *RESPONSIBILITY* THAT GOES ALONG WITH THE POWER THAT I HAVE, BUT...

...SOMETIMES I FEEL LIKE MY LIFE IS SPENT SITTING AROUND WAITING FOR SOMEONE TO--

AAAIIIEEEEEEEEE

OLD ACQUAINTANCES

HOWARD MACKIE / KLAUS JANSON
STORY AND ART
SREVE BUCCELLATO- COLOR GUIDES DAVE SHARPE-LETTERS
RALPH MACCHIO-EDITOR BOB HARRAS-EDITOR IN CHIEF

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

JANSON

THWIP

THAT WOULD BE MY CUE!

AAAIIIIEEEEEEEEEE

SCREAMS FROM *THIS* DIRECTION--

--WAIT A MINUTE! THIS PENTHOUSE APARTMENT...IT'S WHERE *LIZ* AND HER SON *NORMIE OSBORN* LIVE!

AAAIIIIEEEEEEEEEE

LIGHTS ARE OFF... SCREAMING IS DEFINITELY COMING FROM INSIDE...

...I CAN'T WORRY ABOUT UPSETTING THEM WITH MY APPEARANCE.

IF I LET PEOPLE NOT *LIKING* ME STOP ME FROM DOING THINGS...

...I'D NEVER GET *ANYTHING* DONE!

KRASH

SPIDER-SENSE IS GOING WILD--WARNING ME OF DANGER.

THANKS TO MY EVER-SO-SUBTLE ENTRANCE, WHOEVER IS HERE KNOWS I AM HERE.

THEN AGAIN...THAT *WAS* MY INTENTION!

DRAW THE BAD GUYS TO ME...

...LIKE FLIES TO A SPIDER!

HMMM? SOMETHING FAMILIAR ABOUT THESE AND YET....

EXCUSE ME...HAVE WE NOT MET BEFORE?

NEVER MIND!

OOLPH!

DON'T BOTHER GETTING UP.

SCRIER?

THESE GUYS ARE PART OF THE SCRIER?

SEEM A LITTLE YOUNG, AND *WAY* TOO SMALL, TO BE MEMBERS OF THE DEITY-WORSHIPPING INTERNATIONAL CRIME CABAL I'VE GONE UP AGAINST IN THE PAST.

AAAIIIIEEEEEEEEE

STOP! LEAVE HIM ALONE!

LIZ!

KRAK

SPIDER-MAN?!?

NO ONE SAID ANYTHING ABOUT--

ISN'T THAT *ALWAYS* THE WAY?

IT'S ONE OF THE MAJOR PROBLEMS WITH OUR SOCIETY...A LACK OF COMMUNICATION.

THAT AND MASKED MORONS THREATENING INNOCENT WOMEN AND CHILDREN!

GET THE KID, LARRY!

I'LL HANDLE THE HERO!

I MEAN... HOW TOUGH CAN HE BE?

SOMEHOW I THOUGHT HE'D BE *BIGGER!*

SEEMS LIKE A LOT OF PEOPLE GET ALL BENT OUT OF SHAPE WHEN THEY HEAR HIS NAME FOR *NO* REASON I CAN SEE!

YEAH... I GET THAT A LOT!

BUT SIZE ISN'T *EVERYTHING,* BUDDY!

WELL... EXCEPT FOR *ONE* THING...

...IQ!!

KRASH

SOMETHING *YOU* SEEM TO BE SERIOUSLY LACKING!

OKAY, WISE GUY, YOU SHOULDN'T HAVE HURT MY BROTHER!

NOW I'M GONNA HURT *YOU!*

WONDERFUL! ANOTHER BRANCH OF THE GENE POOL HEARD FROM.

SO I'M HOPING AT LEAST *LOOKS* RUN IN YOUR FAMILY!

BUT IF THAT WAS THE CASE...

...I GUESS YOU WOULDN'T NEED MASKS.

OH, BY THE WAY...

...NOW IS WHEN YOU...

...FALL.

NO...NO... NO...MAKE IT STOP...MAKE HIM GO AWAY...

IT'S OKAY, NORMIE.

THEY'RE NOT GOING TO HURT YOU ANYMORE.

I'M HERE TO HELP YOU.

WHAT ARE YOU *DOING*, SPIDER-MAN?

CAN'T YOU SEE...?

HE'S MORE AFRAID OF *YOU* THAN HE IS OF *THEM!*

YOU HURT MY DADDY... MADE HIM GO AWAY...YOU... YOU...

LIZ... NORMIE... I--

PLEASE... I APPRECIATE WHAT YOU DID HERE, BUT...

...JUST *LEAVE!*

NO... NO...NO... NO...

WHAT AN INTERESTING DEVELOPMENT, DON'T YOU THINK?

IT *CERTAINLY* MIGHT WORK TO *MY* ADVANTAGE.

SO *YOU* ARE THE GREAT SPIDER-MAN?

HE WHO HAS SO OFTEN BROUGHT MY FORMER BRETHREN TO THEIR KNEES.

I MUST SAY...

YEAH, YEAH, YEAH!

YOU THOUGHT I'D BE *BIGGER!*

NO.

I WAS GOING TO SAY... MORE FRIGHTENING IN APPEARANCE, BUT NOW THAT YOU MENTION IT...YOU ARE A BIT SCRAWNY.

EVERYONE'S A CRITIC.

AND *WHO* ARE YOU... *SCRIER JR?*

HMMPH! I SUPPOSE YOU COULD CALL ME THAT.

BUT *ALL* YOU NEED TO KNOW ABOUT ME IS THAT I *REQUIRE* THE BOY.

NOW, *PLEASE,* GET OUT OF MY WAY.

I DON'T *THINK* SO, *JUNIOR!*

WHOMP

A BATTLE IS *NOT* NECESSARY.

I HOPE YOU LEARNED IN THAT BRIEF DEMONSTRATION THAT I HAVE LITTLE TO PROVE IN TERMS OF MY ABILITIES.

YOU GOT *LUCKY.*

PLEASE...

C'MON, JUNIOR...YOU DON'T HAVE TO *BEG!*

WHAK

THUMP

FWAM

I *AM* SORRY YOU HAD TO WITNESS THAT.

BUT, AS YOU COULD SEE, HE GAVE ME LITTLE CHOICE.

HMMMM?

HE SCARES YOU, DOESN'T HE, NORMIE?

Y-Y-YES.

WELL... THERE IS NO NEED TO BE SCARED ANY LONGER.

I PROMISE YOU... AS LONG AS YOU ARE WITH *ME*...

...SPIDER-MAN WILL NEVER HARM YOU, OR ANYONE CLOSE TO YOU AGAIN.

I SEE YOU HAVE QUITE A COLLECTION OF SPIDER-MAN ACTION FIGURES.

YOU FIND IT CATHARTIC TO TAKE OUT SOME OF YOUR ANGER ON THE DOLLS?

THAT'S HEALTHY, NORMAN.

BUT YOU SEE I WAS ABLE TO DO THE SAME TO THE *REAL* SPIDER-MAN.

YOU TRUST ME TO PROTECT YOU, DON'T YOU?

SPIDER-MAN IS *NOTHING.*

I *CAN* PROTECT YOU FOREVER IF YOU LET ME.

Y-Y-YOU CAN?

OF COURSE I CAN.

AND I CAN THINK OF *NOTHING* WHICH WOULD GIVE ME GREATER PLEASURE.

COME TO ME, NORMAN.

NORMIE! DON'T!

YOUR MOTHER IS CONFUSED, NORMAN.

I CAME HERE TO MAKE SURE THAT SPIDER-MAN COULDN'T HURT YOU...NOT LIKE HE HURT YOUR *FATHER.*

COME. LET'S GO SOMEWHERE *SAFE!*

NORMIE!

NO!!!

UGPH!

UNDERESTIMATED HIM...HOW DID HE...

WHY? WHY? WHY DID HE TAKE HIM? WHY DOES THIS HAVE TO HAPPEN TO US? WHY CAN'T THEY *ALL* JUST LEAVE US ALONE!

NORMIE?

I'LL FIND HIM. I'LL GET YOUR SON BACK.

NO.

STAY OUT OF OUR LIFE...WE DON'T WANT YOUR HELP.

WHENEVER YOU GET TOO CLOSE TO US...

...SOMEONE DIES.

I'M SORRY, LIZ, BUT...

...I'VE GOT TO PROVE YOU *WRONG!*

GOT TO CLEAR MY HEAD...GOT TO *THINK!*

HOW AM I GOING TO *FIND* THEM--?

SOMEONE UP AHEAD ON THAT ROOF LEDGE.

JUST STARING.

THWIP

THWAP!

IT'S LIKE HE'S WAITING FOR ME!

SOMETHING ABOUT HIM IS SO FAMILIAR...

...LIKE A DISTANT MEMORY...

LIKE...

THWIP

NO!

IT *CAN'T* BE!

HARRY!

HE'S...

...DEAD.

"HARRY OSBORN.

"HE AND I WERE FRIENDS THROUGH HIGH SCHOOL.

"AT TIMES IT FELT LIKE HE WAS MY *ONLY* FRIEND.

"THE ONLY ONE WHO'D HANG AROUND WITH NERDY PETER PARKER.

"BY THE TIME WE GOT TO COLLEGE HE AND LIZ ALLAN WERE A REGULAR ITEM.

"BACK THEN WE ALL THOUGHT WE'D LIVE FOREVER

"WE WERE WRONG.

"ALONG CAME *SPIDER-MAN* AND...

"...THE *GREEN GOBLIN.*

"AND IT ALL UNRAVELED AROUND US.

"NORMAN...HARRY'S FATHER...THE GOBLIN... TOOK AWAY SO MUCH.

"TOOK GWEN AWAY FROM ME, CAUSING HER DEATH.

"AND THEN...WHEN HARRY INHERITED NORMAN'S OBSESSION AND HIS EVIL ALTER EGO...

"...HE TOOK *HARRY* AWAY FROM ME, TOO.

"I SAW HARRY DIE.

"I HELD HIM IN MY ARMS AS THE LIFE SLIPPED FROM HIM.

"IT CAN'T BE HIM...

IT CAN'T.

THE BATTLE WITH THE SCRIER MUST HAVE TAKEN MORE OUT OF ME THAN I THOUGHT.

THAT AND THE AMOUNT OF STRESS I'VE BEEN UNDER.

BEEN PUSHING MYSELF TOO HARD SINCE MY WIFE MARY JANE DISAPPEARED.

NOW I'M SEEING THINGS.

HARRY.

MUST BE THE NORMIE CONNECTION.

I'VE GOT TO TAKE A BREATH... CLEAR MY HEAD... SHAKE OFF THE COB-WEBS.

GOT TO REST.

NOT *TOO* LONG OF A REST, SPIDEY...

...YOU'VE STILL GOT TO GO AFTER MY LITTLE GUY.

NO!

THIS IS *NOT* HAPPENING!

ACTUALLY...

...IT *IS.*

COME ON...DON'T DO THIS. I PULLED YOU IN OFF THE STREET BEFORE ANYONE ELSE COULD FIND YOU IN *QUITE* THE VULNERABLE POSITION.

IF I WAS YOUR TYPICAL SUPER-VILLAIN, WOULD I HAVE DONE *THAT?*

I JUST WANT TO *TALK.*

SHUT UP!

KRAK

THOOM!

HOLY...! IT'S SPIDER-MAN!

WHAT DO WE DO?

YOU COULD START BY *NOT* BLINDING ME!

HOLD IT RIGHT THERE!

NO SUDDEN MOVES.

WE HEARD NOISES. WHAT'S GOING ON HERE?

WHY AM I INSTANTLY THE *BAD GUY?*

WHY NOT PICK ON *HIM?* ASK *HIM* WHAT HE'S DOING BACK FROM THE DEAD!

HIM...

...WHO?

I THINK HE'S *LOSING* IT. BETTER CALL FOR *BACKUP. LOTS* OF IT!

FORGET ABOUT IT...

I'M *OUT* OF HERE!

KRAKK

THIS IS CRAZY.

I'M CRAZY!

MAYBE I TOOK TOO HARD OF A BLOW TO THE HEAD.

MAYBE I'M DREAMING EVEN NOW.

I'VE GOT TO GET SOME SLEEP.

MAYBE LIZ WAS RIGHT... I SHOULD LET THE POLICE FIND NORMIE.

IT'S NOT LIKE I'VE *EVER* BEEN GOOD FOR THE OSBORN FAMILY.

OR THE *STACY* FAMILY...

...OR THE *PARKER* FAMILY FOR THAT MATTER.

MAYBE I'M JUST CURSED.

MAYBE...

SORRY ABOUT THE DISAPPEARING ACT.

I JUST DIDN'T THINK WE NEEDED TO WASTE ANY TIME EXPLAINING THINGS TO THE POLICE.

NOT WHEN NORMIE IS IN THE HANDS OF THAT MAD-MAN...

...AND *NOT* WHEN I'M NOT *TOO* CLEAR ON SOME THINGS MYSELF.

CAN WE JUST *TALK?*

NO...

...WE *CAN'T!*

WHAT THE...?

LOOK... I *KNOW* HOW THIS MUST LOOK...

...LIKE SOME EVIL PLOT OF ONE OF YOUR ARCH FOES, BUT I *PROMISE*...IT'S *NOT!*

YOU HAVE *EVERY* RIGHT TO BE ANGRY ABOUT... WELL...ABOUT MY SUDDEN RETURN FROM THE GRAVE...AND I *KNOW* THIS IS A BAD TIME FOR YOU.

I LEARNED ABOUT WHAT HAPPENED WITH MARY JANE AND I *KNOW* IT'S GOT TO BE TEARING YOU UP INSIDE, BUT...

...*THIS* IS NOT ABOUT *US.*

I NEED YOU TO GET IT ALL OUT OF YOUR SYSTEM AS QUICKLY AS POSSIBLE.

NORMIE NEEDS YOU.

WILL YOU JUST LET IT GO? I'M NOT BUYING ANY OF THIS.

WHY *SHOULD* I?

BECAUSE YOU'RE MY FRIEND.

AND BECAUSE *YOU* ARE A HERO.

THAT'S THE BEST YOU CAN DO?

I'LL *NEVER* BELIEVE YOU'RE HARRY.

BESIDES, THE HARRY I KNEW...AND LOVED LIKE A BROTHER... DIED YEARS BEFORE HIS HEART STOPPED BEATING.

HE DIED THE SECOND HE PUT THE GOBLIN MASK ON HIS HEAD. AND DESCENDED INTO THE MADNESS OF HIS FATHER'S MAKING.

THEN LET'S LEAVE *THAT* HARRY BURIED.

THIS HARRY JUST WANTS YOU TO HELP A LITTLE BOY.

THIS HARRY WANTS TO HELP YOU FIND HIM.

THAT IS ALL.

YOU'VE JUST GOT TO DECIDE WHETHER OR NOT YOU CAN ACCEPT MY HELP...

...WHOEVER I AM.

ELSEWHERE...

THIS IS GOING TO BE EASIER THAN I'D DARED IMAGINE.

SUCH A SMALL STEP TO TRANSFER THE VENOM YOUNG NORMAN HERE FEELS TOWARD SPIDER-MAN TO THE *TRUE* OBJECT OF *MY* HATRED...

...NORMAN OSBORN.

OSBORN... THE GREAT INDUSTRIALIST WHO INSINUATED HIMSELF INTO THE ORDER OF THE SCRIERS, AND THEN *TREACHEROUSLY* ASSUMED CONTROL.

OSBORN... WHO WAS LATER RESCUED BY THE SCRIERS FROM THE INSANE ASYLUM HE'D BEEN PLACED IN AFTER HIS MOST RECENT *DEFEAT* AT SPIDER-MAN'S HANDS.

DON'T YOU *DARE* SHOW FEAR AT *HIS* NAME!

HE IS *NOTHING!* AN OLD MAN WHOSE TIME IS *PAST!*

YOU MADE YOUR BEDS THE DAY YOU CHOSE TO FOLLOW *ME* IN OPPOSITION TO THE OLD MAN AND THOSE WHO STILL BELIEVE IN HIM.

LIVE WITH IT...OR *DIE* BY *MY* HAND!

AS I SHOULD HAVE DONE TO *HIM*...

"WHEN I HAD THE *CHANCE!*

"IF ONLY HE HAD PERISHED WHEN HE LAST CHOSE TO LEAVE THE SACRED ORDER OF THE SCRIER TO BATTLE SPIDER-MAN.*

*SEE THE GATHERING OF FIVE STORYLINE.--RALF

"INSTEAD HIS FOOLISH QUEST TO BRING ABOUT THE GATHERING DELIVERED HIM INTO *MADNESS.*

"THOUGH, THERE ARE THOSE THAT SAY HE WAS ALREADY THERE.

"WE SHOULD HAVE LET HIM *ROT* IN THE ASYLUM TO WHICH THEY SENT HIM, BUT...

"THERE ARE THOSE AMONGST THE SCRIER WHO SOUGHT TO RESCUE HIM.

"THOSE WHO FORGOT OUR *TRUE* PURPOSE AND FELL IN WITH THE PETTY CRIMINAL ENDEAVORS BROUGHT ABOUT BY THE LIKES OF OSBORN.

"I HAD RISEN QUICKLY, DEVELOPED A FOLLOWING AMONGST THE YOUNG, BUT, TO MY REGRET, OSBORN STILL HAD SUPPORTERS AMONGST THE *OLD,* CORRUPT GUARD. THEY MOVED SWIFTLY AGAINST ME.

"IT WAS TIME FOR A *NEW* AGE OF SCRIER...A *YOUNGER* ORDER...ONE WHICH WOULD RETURN US TO THE ANCIENT WAYS WHILE SEEKING OUT NEW AVENUES TO ADVANCE *HIS* CAUSE.

"OSBORN WAS USED AS AN EXAMPLE OF WHAT WOULD HAPPEN TO THOSE WHO NEGLECTED THE *OLD* WAYS. HE AND HIS ALLIANCES WITH THE LIKES OF THE *HAND, AIM* AND *HYDRA,* WERE SETTING US ON A TAINTED, FOUL PATH.

"BUT SOME HELD FAST TO THE BELIEF THAT THE *PURITY* OF THAT WHICH WE ONCE WERE WOULD BE RESTORED.

"I WAS USURPED.

"BUT LIKE THE PHOENIX OF OLD, I WILL *RISE* AGAIN!"

AND THEY WILL *ALL* PAY.

HOW IS IT COMING ALONG, MY BOY?

GOOD! I'M HAVING *FUN!*

EXCELLENT!

I HEARD YOU MENTION MY GRANDPA'S NAME...DO YOU *KNOW* HIM?

OH, YES...VERY WELL.

YOU AND I WILL HAVE TO HAVE A *LONG* TALK ABOUT HIM LATER ON.

THERE ARE THINGS YOU MUST KNOW. YOUR GRANDPA IS GOING TO COME BACK! AND YOU AND I ARE GOING TO PLAN A VERY SPECIAL SURPRISE FOR HIM.

THAT WILL BE FUN TOO...WON'T IT?

YEAH.

I WANT TO BE YOUR FRIEND, NORMIE.

DON'T YOU *NEED* A FRIEND? A *SPECIAL* FRIEND LIKE ME?

YEAH... I DO.

SMACK!

HOW DID HE...?

OH, PLEASE!

WILL ONE OF YOU JUST *KILL* HIM?

NOT TONIGHT, *JUNIOR!*

EARLIER YOU AND YOUR FLUNKIES TOOK ME BY SURPRISE.

BUT AFTER THE *REST* OF MY EVENING, YOU SEEM POSITIVELY MUNDANE!

SPIDER-MAN?

ARE YOU SERIOUS?

AFTER WHAT I DID TO YOU BEFORE, YOU *STILL* WANT TO FIGHT *ME*?

CALL ME *CRAZY!*

CALL ME *STUPID!*

BUT JUST DON'T CALL ME DURING THIS WEEK'S *BUFFY* EPISODE!

OKAY.

AS THEY SAY...

...IT'S *YOUR* FUNERAL!

THOUGH I DO HAVE ONE QUESTION... *HOW* DID YOU FIND US?

WASN'T THAT THE PLAN?

ISN'T THAT WHAT IT'S *ALWAYS* ABOUT WITH YOU SELF-PROCLAIMED SUPER-VILLAINS.

FIND ME, PLAY WITH MY MIND, LURE ME INTO A TRAP AND THEN TRY TO KILL ME?

BUT GUESS WHAT?

IT'S *NOT* WORKING *THIS* TIME!

DO YOU HAVE *ANY* IDEA OF HOW SICK I GET OF THAT KIND OF THING?

DID YOU THINK YOU COULD FOOL ME WITH...WITH... *THAT?* DID YOU REALLY THINK I'D BUY INTO A *GHOST?*

YOU DON'T THINK I COULD TELL IT WASN'T THE *REAL* HARRY? HARRY WAS MY FRIEND! MY *BEST* FRIEND!

HE WOULD HAVE KNOWN THINGS...HE WOULD HAVE KNOWN WHO... HE JUST WOULD HAVE *KNOWN!*

I ONLY FOLLOWED HIM HERE TO SAVE THE BOY.

SO GIVE HIM TO ME!

WHAT *ARE* YOU TALKING ABOUT?

I *THINK* HE'S SAYING A *CLONE* WOULD HAVE BEEN MORE BELIEVABLE?

YOU?

YOU ACTUALLY MADE IT? THIS ISN'T POSSIBLE! SOMEONE WOULD HAVE TO HAVE TAMPERED WITH THE MACHINE...THE PROGRAMMING!

I ASSUMED YOU WERE JUST A LOST GLITCH IN THE CIRCUITRY WHEN YOU DIDN'T SHOW UP.

FORTUNATELY, SPIDER-MAN STUMBLED ONTO THE SCENE, SO THAT--

SO THAT YOU COULD USE MY SON?

YOUR SON?!?

PLEASE! DON'T MAKE ME LAUGH. I THINK HE BROKE A RIB OR TWO.

DADDY?

YES... *MY* SON!

NO!

STOP!

YOU'RE KILLING ME!

HA!HA! HA!HA! HA!HA!

EXCUSE ME! DOES SOMEONE WANT TO START EXPLAINING HERE?

I GUESS YOU DESERVE AS MUCH.

OUR FRIEND HERE...THIS REBEL SCRIER...AS MUCH AS HE CLAIMS TO ADHERE TO THE *OLD* WAYS... LIKES TO DABBLE IN THE NEW.

HE SURROUNDED HIMSELF WITH COMPUTER TECHNOLOGY EXPERTS...THOSE THAT THINK OF THEMSELVES AS MODERN DAY ALCHEMISTS.

BUT THEY WERE NOT SEEKING TO TURN LEAD INTO GOLD.

INSTEAD, THEY SOUGHT TO TURN INFORMATION... ELECTRONIC BYTES...

...INTO *ME!*

THEY GATHERED EVERY SCRAP OF INFORMATION THEY COULD ABOUT THE *LIFE* OF HARRY OSBORN AND, THROUGH A PROCESS I CANNOT BEGIN TO COMPREHEND, CREATED ME...A HOLOGRAPH...A LITERAL GHOST FROM THE MACHINE.

GUESS I SHOULD HAVE BEEN PAYING MORE ATTENTION DURING THE SCIENCE LECTURES IN COLLEGE. I'VE GOT A FRIEND, PETER PARKER, WHO COULD PROBABLY FIGURE OUT HOW THEY DID IT.

ANYWAY, THEY WANTED TO USE *ME* TO GET TO NORMIE.

AND THEY WANTED NORMIE TO KILL MY FATHER, NORMAN.

YOUR FATHER? YOUR SON? YOU ARE NOTHING MORE THAN BITS OF ELECTRONIC DATA FLOATING THROUGH THE AIR. YOU HAVE NO INDEPENDENT REALITY-- YOU'RE A SPECIAL EFFECT.

I'M AFRAID YOUR TECHNO-GEEKS DID THEIR JOB TOO WELL!!

ONCE YOU GAVE ME ALL HARRY'S MEMORIES...ONCE YOU BROUGHT THEM BACK TO LIFE...THEY ASSIMILATED--THEY CONGEALED. AND SO... THERE WAS NO WAY I COULD *EVER* LET YOU DO TO MY SON WHAT MY FATHER DID TO ME.

YOU WOULD *NOT* TURN MY SON INTO A *KILLER.*

THE OSBORN LEGACY ENDS WITH ME!

OH... BOO-HOO!

WHY AM I LISTENING TO THIS SENTIMENTAL DRIVEL?

I AM *NOT* GOING TO BE DEFEATED BY A COMPUTER PROJECTION AND A MASKED CRUSADER!

NORMAN OSBORN *WILL* DIE!

HE *MUST!*

GOOD-BYE, SPIDER-MAN!

IT'S A *SHAME* YOU'RE NOT GOING TO LIVE LONG ENOUGH TO SEE HOW ALL THIS ENDS.

I'VE *GOT* TO ASSUME YOU WANT NORMAN DEAD AS MUCH AS *I* DO.

BUT DID YOU *REALLY* THINK YOU COULD DEFEAT ONE WHO DERIVES HIS POWER FROM THE ONE, TRUE *SCRIER?!?*

DON'T BELIEVE HIM, SPIDER-MAN!

THERE IS *NOTHING* MYSTICAL ABOUT HIS POWERS.

HE WANTED THE POWER, BUT WAS IMPATIENT.

HAD TO TAKE TECHNOLOGICAL SHORTCUTS TO ACQUIRE THE POWERS THAT THE SCRIERS WERE ATTEMPTING TO DEVELOP FOR AGES.

THE SOURCE OF HIS POWERS IS...

...HIS *GAUNTLETS.*

WITHOUT THEM HE IS--

NOTHING.

NO.

WHAT ARE YOU DOING?

THEY CAN'T *TOUCH!*

IF THEY DO THEY'LL--

FRAKOOM

DADDY?

IS IT REALLY YOU?

YES, NORMIE... IN A MANNER OF SPEAKING IT IS.

AND YOU AND I HAVE TO TALK.

MINUTES PASS...

WHAT IS HE SAYING? I CAN'T HEAR. GOT TO GET TO MY FEET AND--

RELAX, SPIDER-MAN. IT'S OVER.

TIME FOR MY SON TO GO HOME.

I WANT TO THANK YOU. I APPRECIATE EVERYTHING YOU'VE DONE FOR ME.

NOW...AND ALWAYS.

I STILL DON'T UNDERSTAND.

NORMIE AND I HAD A LITTLE CHAT. HE NEEDS SOMEONE TO LOOK UP TO. HE NEEDS AN IDOL...A MENTOR.

IT COULDN'T BE ME OR HIS GRANDFATHER. I EXPLAINED A LOT ABOUT THE OSBORN LEGACY TO HIM.

I EXPLAINED THAT YOU HAD NOTHING TO DO WITH MY DEATH. I HOPE IT MADE AN IMPACT.

HARRY?

IS IT REALLY YOU?

AS CLOSE AS IT GETS, BUDDY.

I'VE GOT TO GO.

BE THERE FOR HIM.

PLEASE.

BYE, DADDY!

HOW...

...TOUCHING!

MOVE AND I SNAP HIS LITTLE NECK.

ACTUALLY...

...I'M GOING TO KILL HIM ANYWAY.

THE WAY I FIGURE IT... IF I CAN'T USE HIM TO *KILL* NORMAN...I MAY USE THE CHILD TO *WEAKEN* HIM.

NORMAN *IS* COMING BACK... YOU KNOW THAT, DON'T YOU?

AND THIS BOY IS THE *ONLY* THING HE CARES ABOUT. TO HAVE ME KILL HIM WOULD *DESTROY* THE OLD MAN.

SOFTEN HIM UP FOR MY FINAL BLOW--

--ACCH!

SNAP

IS IT YOU?

Shhhhhh!

A SHORT TIME LATER...

WHO WAS IT, NORMIE?

WHO DID THIS?

I SEARCHED THE SHADOWS... SEARCHED THE BUILDING...AND COULDN'T FIND A TRACE OF ANYONE.

WHO DID YOU SEE? WAS IT YOUR--

CAN YOU TAKE ME TO MY MOMMY NOW?

I'M TIRED.

SURE, NORMIE.

SURE. LET'S ALL GO HOME.

AND THEN I'LL WONDER WHO WAS *REALLY* BEHIND WHAT HAPPENED TONIGHT--AND WHAT IT ALL MEANS.

THE END.

"THIS PLACE, THE *DAVIS GALLERY*, IS S'POSED TO BE STATE-OF-THE-ART IN SECURITY.

"ANYONE WHO'S *TRIED* TO BUST IN, GOT HAULED OFF TO JAIL.

"I AIN'T JUST *ANYONE.*

"I'M *BETTER* THAN THE REST.

THE SANDMAN IN:

BETRAYAL

AN' TONIGHT, I'LL *PROVE* THAT *SANDMAN'S* MORE THAN JUST HIRED MUSCLE.

GREGORY WRIGHT - WRITER/COLORS
ANDY KUHN - PENCILER
HARRY CANDELARIO - INKER
DAVE SHARPE - LETTERS
RALF MACCHIO - EDITOR
BOB HARRAS - CHIEF

TIME TO SEE IF THESE NEW TRICKS THE *WIZARD* TAUGHT ME WORK.

GOTTA CONCENTRATE, REALIGN THE SAND TO MAKE MIRRORS--

--DID IT! BUT NOW MY *HEAD'S* KILLIN' ME FROM THE EFFORT.

NOW TO GET THEM LASER BEAMS OUTTA MY WAY--

YEAH!

AN' NOW--

--THE ALIEN ARTIFACT COMES WITH--

NICE TO SEE YOU'VE LEARNED SOMETHING NEW.

SOMETHING OTHER THAN THROWING AWAY A PROMISING CAREER AS A *HERO.*

SILVER SABLE?

IT'S BEEN A WHILE SINCE YOU WENT *TURNCOAT.*

YOU LEFT *ME* AND THE *WILD PACK* WITHOUT SO MUCH AS A FAREWELL.

YOU *OWE* ME AN EXPLANATION.

OWE *YOU?* HA!

I DON'T OWE ANYBODY *ANYTHING!!*

I DON'T SEE IT THAT WAY.

GET OUTTA MY *WAY!* IF YA KNOW WHAT'S *GOOD* FOR--

YES, YES, YOU'RE VERY INTIMIDATING. I SHOULD WALK AWAY AND LET YOU FINISH YOUR SO-CALLED *JOB.*

ALAS, THAT'S *NOT* GOING TO HAPPEN.

I'M BEING PAID TO SEE THAT THIS ARTIFACT REMAINS *HERE.*

AND IF *YOU* WALK AWAY NOW, I WON'T HAVE TO TAKE *YOU* DOWN.

NO! NOBODY TAKES ME DOWN!

WELL, I'M CERTAINLY TERRIFIED.

SO, WHY DID YOU SWITCH SIDES? DIDN'T I *PAY* WELL ENOUGH?

YOU NEVER EVEN SPENT WHAT YOU WERE PAID.

THWAK!

MONEY? THAT'S *YOUR* SUGAR, SABLE. NOT EVERYONE'S FOR *SALE.*

NOBLE SENTIMENT FROM A COMMON *THIEF.*

AN *UNGRATEFUL* THIEF. I TOOK YOU IN WHEN NO ONE ELSE WOULD GIVE YOU A CHANCE. I BELIEVED YOU WHEN YOU SAID YOU'D REFORMED. YOU EVEN RECEIVED A PRESIDENTIAL PARDON.

ENOUGH REMINISCING. I MAY NOT HAVE A *CONTRACT* ON YOU, BUT I'LL TAKE WHATEVER *BOUNTY* THEY OFFER.

WHOOPS! DID YOU FORGET ABOUT YOUR LITTLE SAND-MIRRORS?

THOK

BRRRRIIIIINNNNGGGG

SO MUCH FOR YOUR SO-CALLED *STEALTH.*

LAST CHANCE. WALK AWAY--

--FOR *OLD TIMES* SAKE.

YOU *GOTTA* BE THE ONE IN CHARGE.

YOU THINK YOU'RE *BETTER* THAN THE REST OF US. I KNEW THAT EVEN WHEN I WAS WORKIN' FOR YA.

YOU AIN'T BETTER THAN ME...

SHHFFUSHH

FLATTENING YOURSELF INTO A SANDY PANCAKE ISN'T GOING TO GET YOU YOUR PRIZE.

YOU GOT *NO IDEA* WHAT MY *PRIZE* IS.

WHY DO *YOU* CARE WHY I WENT BACK TO MY *TRUE* WAYS?

YOU AIN'T THE *STRAIGHTEST* ARROW, AN' I AIN'T THE *WORST* BAD GUY YOU PAID FOR *SERVICE.*

YOU'D PAY ME *TODAY* FOR A JOB YOU NEEDED DONE.

YOUR HANDS ARE AS DIRTY AS *MINE.*

AT LEAST I AIN'T KIDDIN' MYSELF ANYMORE. GOIN' STRAIGHT GOT ME *NOTHIN'!* I'M A CON AND THAT'S WHAT I'LL *ALWAYS* BE!

I AIN'T *NEVER* GOIN' BACK TO *YOUR* WORLD--

BRRRRIIIIINNNGGG

*CLICK!

--AN' YOU AIN'T GONNA BE PART OF *THIS* ONE FOR MUCH LONGER!

THAT'S *ENOUGH,* SANDMAN.

LET HER GO, AND YOU CAN *STILL* WALK OUT OF HERE.

AH DO BELIEVE HE *WANTS* A FIGHT.

TAKE HIM.

I'VE BEEN WANTIN' A *PIECE* OF YOU GUYS FOR *YEARS.*

EVEN *YOU* NEVER GAVE ME THE RESPECT I *EARNED.*

I CAN UNDERSTAND TOP DRAWER STIFFS LIKE THE *AVENGERS* TREATIN' ME LIKE A LEPER, BUT *YOU* REJECTS--

--IT'S TIME YOU LEARNED WHAT A *REAL* FIGHT IS.

AN' ONCE YOU'RE *DEAD* AND HUMILIATED, MY *REPUTATION* WILL BE WHAT IT ALWAYS *SHOULD'A* BEEN.

YOU WANNA KNOW MY *REASONS* FOR TURNIN', *BABE?*

GET READY-- IT'S *REAL* SIMPLE.

BEIN' *BAD'S* THE BIGGEST *HIGH* EVER! PLAYIN' *HERO* IS FOR *SUCKERS!*

TAKE YOUR LAST BREATH--

HIT HIM!!

ABOUT TIME.

ZZZAPP!

HEH, HEH. ENJOY THE PAIN, SANDYCANDY!

ZZZAPP!

GYAHHHHHHHH!

FWASH

AH'D SAY YOU WAS *WRONG* ABOUT HIM, SUGAH.

THAT WASN'T SUPPOSED TO *KILL* HIM--JUST HURT HIM--

--FOR A LONG TIME. HEH HEH.

YOU SHOULDN'T HAVE WAITED SO LONG TO GIVE THE ORDER. YOU COULD HAVE--

HE ISN'T DEAD.

HE REALLY IS... GONE...I HAD HOPED...

WILD PACK! BACK IN POSITION, *NOW!*

"WE STILL HAVE TWO MORE DAYS LEFT HERE."

AHHHHH! NEW SAND, NICE AND WARM.

FRUIT SMOOT

THE *WIZARD'LL* BE GLOATIN' THAT ALL HIS TRICKS I LEARNED WORKED.

I CAN'T *BELIEVE* SHE GOT THE BEST OF ME.

I'M GOIN' BACK IN--

--AN' GET MY BUTT KICKED *EVEN WORSE?!?*

NOT TODAY!

I AIN'T STUPID ENOUGH TO GET BEAT *TWICE* IN ONE NIGHT.

WISH I COULD'A TAKEN OUT A COUPLE'A THE *WILD PACK...*

...BUT SILVER...WONDER IF I *COULD* KILL HER? SHE'S THE WORST OF 'EM. WONDER IF I COULD...

...MAYBE NOT...BUT *NEXT* TIME, I GET THE GOODS *AND* THE GIRL!

END

MARVEL COMICS

THE PETER PARKER SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

#16

WWW.MARVEL.COM

IT'S VENOM® VS THE SANDMAN!™

MACKIE
ROMITA JR
HANNA

AND NO MATTER WHO WINS--
THE CITY & SPIDER-MAN® LOSE!

ANOTHER MONDAY MORNING IN NEW YORK CITY.

ANOTHER DAY IN MY LIFE.

WHAT BEGINS MY DAY...?

BANK ROBBERS!

SURE...THEY'RE HI-TECH, HEAVILY ARMORED AND PROBABLY FORMER, DISGRUNTLED ARMY SPECIAL OPS, BUT...

...BANK ROBBERS?!

HOW MANY OF *THEM* HAVE I FOUGHT IN ALL THE TIME I'VE BEEN A SUPER HERO?

WHAT IS *WRONG* WITH THESE GUYS? WHEN ARE THEY GOING TO GET A CLUE?

WHY WOULD YOU ROB A BANK IN A CITY POPULATED BY DOZENS OF SUPER HEROES?

WHY NOT GO NORTH TO BOSTON? SOUTH TO WASHINGTON? WEST? EAST?!

TRY ROBBING *ATLANTIS* EVEN!

AND WHO THE HECK ROBS BANKS THESE DAYS, ANYWAY?!

THIS IS THE YEAR *2000*! THERE'S NO *MONEY* IN BANKS! EVERYTHING IS DONE ELECTRONICALLY!

WHAT IS *WRONG* WITH THESE GUYS? IF THIS WAS A TELEVISION SHOW, THE PRODUCERS WOULD NEVER EVEN APPROVE OF SUCH A LAME PLOT DEVICE!

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

SOME WEBBING.

SOME PUNCHING.

A FLIP HERE...A SPLAT THERE... THWACK...BOOM...

HOWARD MACKIE
Story
from an idea by:
A.A. WARD
Script
JOHN ROMITA JR
SCOTT HANNA
Art
GREGORY WRIGHT
Colors
RICHARD S & COMICRAFT'S TROY PETERI
Letters
RALPH MACCHIO
Editor
BOB HARRAS
Chief

Cliché

AT A DEMONSTRATION ON RADIATION, HIGH SCHOOL STUDENT PETER PARKER WAS BITTEN BY AN IRRADIATED SPIDER FROM WHICH HE GAINED THE ARACHNID'S INCREDIBLE ABILITIES. WHEN A BURGLAR KILLED HIS BELOVED UNCLE BEN, A GRIEF-STRICKEN PETER VOWED TO USE HIS GREAT POWERS IN THE SERVICE OF HIS FELLOW MAN, BECAUSE HE LEARNED AN INVALUABLE LESSON: WITH GREAT POWER MUST ALSO COME GREAT RESPONSIBILITY. STAN LEE PRESENTS:

PETER PARKER, SPIDER-MAN!

END OF STORY.

BEEN HERE... DONE THAT!

IT'S THE SAME THING EVERY SINGLE DAY.

SUPER-VILLAINS, FIGHTING AND TRAGEDY.

AND IT'S STARTING TO GET ON MY NERVES.

OH...AND *THERE'S* A SURPRISE! EVERYONE THINKS *I'M* THE BAD GUY!

AND I'LL BET YOU I JUST SAVED THEM SOME INCREASED ATM FEES...YOU WANT TO TALK SUPER-VILLAINS!

YEAH! *SPIDER-MAN!*

IT'S ALWAYS THE LITTLE KIDS THAT UNDERSTAND. IT'S LIKE THEY CAN SEE BENEATH THE MASK.

AH...NEW YORK'S FINEST!

THEY PUT THEIR LIVES ON THE LINE EVERY SINGLE DAY... AND THEY DON'T HAVE ANY SUPER-POWERS.

THEY'RE THE *REAL* HEROES IN THIS CITY.

THEY'VE GOT IT TOUGH ENOUGH. AND I'VE GOT NO DESIRE TO HAVE A BATTLE OF MISTAKEN IDENTITIES.

GOOD DAY, GENTLEMEN!

BANK ROBBERS!

I'VE *GOT* TO GET A REAL LIFE!

WHERE DO I GO FROM HERE?

HOME?

OH YEAH...THE LOVELY LITTLE ABODE THAT PASSES FOR HOME THESE DAYS.

TO THINK THAT JUST A FEW WEEKS AGO I WAS CONTENT IN MY LIFE.

MARRIED TO ***MARY JANE PARKER,*** ONE OFTHE WORLD'S MOST BEAUTIFUL, SUCCESSFUL AND DESIROUS OF SUPERMODELS.

WE HAD A MIGHTY FINE LUXURY APARTMENT ON EASY STREET AND AN ENTIRE LIFE AHEAD OF US.

UH-OH...RIGHT ON SCHEDULE...THE IRATE LANDLORD OF THIS DIVE I'M HOLED UP IN...

PARKER! YOU'RE TWO DAYS LATE WITH THIS WEEK'S RENT! IF I DON'T GET IT TOMORROW...

YOU WILL, MR. MARTS. I PROMISE!

OH...I'VE NEVER BEEN IN ***THIS*** SITUATION BEFORE!

BUT, OF COURSE, SINCE THE MORE THINGS CHANGE THE MORE THEY REMAIN THE SAME, THE NORMAL COLLECTION OF SUPER-VILLAINS, CRAZED SERIAL KILLERS AND BAD KARMA HAD TO CONSPIRE AGAINST US.

EVERYONE THINKS MJ'S DEAD. KILLED BY HER STALKER IN A PLANE EXPLOSION.

YEAH... RIGHT!

THEY SAID THAT ABOUT MY AUNT MAY AND MY ARCH FOE, NORMAN "*YOU CAN CALL ME THE* ***GREEN GOBLIN***" OSBORN TOO!

I KNOW BETTER.

THEY ***ALWAYS*** COME BACK. OR...AM I JUST FOOLING MYSELF?

NO. I JUST HAVEN'T FIGURED ***WHICH*** OF MY EVER-RETURNING SUPER-VILLAINS IS BEHIND HER DISAPPEARANCE YET.

MILK

I WILL.

PLOP

I WASN'T *THAT* HUNGRY, ANYWAY!

MAYBE SOME *REST* IS WHAT I NEED.

FIGURE SOME WAY TO TURN MY LIFE AROUND, BREAK OUT OF THE RUT AND REDEFINE WHO I AM.

I WISH MJ WAS HERE FOR THIS.

SHE WAS NEVER *TOO* CRAZY ABOUT THE WHOLE COSTUMED SUPER-HERO THING... IT DID PLAY HAVOC WITH OUR SOCIAL LIFE, BUT...

...SHE WOULD LOVE THAT I'VE FINALLY REALIZED THAT I'M JUST A KID REALLY AND MY LIFE SHOULDN'T BE FILLED WITH THIS MANY CHOICES.

GOOD NIGHT, MJ. I MISS YOU.

I'M GOING TO GET MY ACT TOGETHER AND FIND YOU SOO --

KRAK

THUMP

I SHOULD HAVE *KNOWN* THAT WAS GOING TO HAPPEN!

OKAY... I CAN'T SLEEP... MUST BE THE --

APPLE HOTEL

--ACHOO!

-- COMING DOWN WITH THE FLU.

MY TYPICAL LUCK...IF YOU CAN CALL IT THAT!

AND *JUST* AS TYPICAL WHEN I CAN'T SLEEP...

...WHAT DO I DO? WHAT DO I *ALWAYS* DO?

GO OUT AND SEE IF I CAN FIND SOME SUPER-VILLAINS TO BATTLE...AND I

YOU'D REALLY THINK EVEN *ONE* OF THEM WOULD BE SMART ENOUGH TO HEAD TO MILWAUKEE OR SOMETHING!

ACHOO!

WONDER *WHO* IT WILL BE TONIGHT?

VENOM? DOCTOR OCTOPUS?

IT *MUST* BE TIME FOR THE *GREEN GOBLIN* TO RETURN FROM WHEREVER!

ACHOO!

JUST *ONCE* I'D LIKE TO FIGHT SOMEONE... *ANYONE*...NEW!

YEAH...LIKE *THAT'S* GOING TO HA --

--CHOO!

SPLOOSH

WHAT THE --?!

PHEW! SOME SORT OF BLACK SMELLY STUFF! ALMOST LIKE --

LIKE *INK*, SPIDER-MAN?

THAT IS *EXACTLY* WHAT IT IS! COURTESY OF... *THE SQUID!*

SAVE SOME OF HIM FOR ME, SQUIDDY!

YOU *KNOW* HOW I DO LIKE A GOOD TUSSLE!

OF COURSE I DO... AND I *WILL*, MS. *FORTUNE!*

WHAT?!

OH, COME ON! THE SQUID? MS. FORTUNE?

I THOUGHT ALL THE *LAME* NAMES HAD ALREADY BEEN TAKEN!

DON'T YOU PEOPLE KNOW THAT CUTESY ANIMAL NAMES AND NAMES BASED ON BAD PUNS ARE A THING OF THE PAST?

YOU SAVE THAT KIND OF THING FOR THE COMIC STRIPS!

NOW...AS MUCH AS I WAS HOPING FOR SOMEONE *NEW* TO BATTLE...

ACHOO!

I'M NOT EVEN IN THE MOOD TO FIND OUT *WHAT* YOUR POWERS ARE OR *WHY* YOU EVEN TARGETED ME.

THOUGH I *DO* HAVE MY SUSPICIONS!

NOT EVEN MY *NEW* VILLAINS CAN BE COMPLETELY ORIGINAL.

MAYBE I'VE JUST BEEN DOING THIS SUPER HERO THING FOR TOO LONG!

PHEW! THIS STUFF STINKS! HOW AM I GOING TO GET IT --

-- OH, BOY.

CAN I BREAK HIM *NOW, RAZOR WIRE?* HE HURTED MS. FORTUNE AND THE SQUID.

HOLD FAST, *OGRE,* MY OVERLY MUSCLED FRIEND. *THEY* WERE NOT IN *OUR* LEAGUE AND THEIR FATES ARE OF NO CONCERN TO US.

WHAT *DOES* CONCERN US IS COLLECTING THE BOUNTY PLACED ON THE WEB-SLINGER'S HEAD.

PLUS, THE WAY WE'VE AGREED TO DO THINGS IN THE *WICKED BRIGADE* IS TO LET *EVERYONE* HAVE A FAIR SHOT.

DOESN'T OUR SILENT ASSOCIATE *LIGHTNING FIST* DESERVE HIS TURN TO EARN HIS FAIR SHARE OF THE BOUNTY?

THE WICKED BRIGADE? OGRE? LIGHTNING FIST? RAZOR WIRE?

WHAT...THE OFFICIAL ASSOCIATION OF THE LAME SUPER-VILLAINS HAD A DRAWING... AND YOU GUYS *LOST?*

I THINK HE'S MAKING *FUN* OF US, RAZOR! I DON'T *LIKE* THAT!

THEN... LET'S *KILL* HIM!

PLEASE, LORD... SAVE ME FROM HACKNEYED PLOT DEVICES!

A BOUNTY PLACED ON MY HEAD BY AN UNKNOWN ENEMY WHO HAS BROUGHT IN SUPER-VILLAINS I'VE NEVER HEARD OF BEFORE!

FRAKOOM

MASTER MONARCH, YOU HAVE TAKEN THEM ALL OUT OF THE FIGHT.

SHOULD WE GO AND FINISH THEM OFF FOR YOU?

I REQUIRE NO AID IN THIS ENDEAVOR...DESPITE THE AGITATOR'S INSISTENCE THAT YOU ACCOMPANY ME ON THIS MISSION.

NOT EVEN THE ARACHNID INTERESTS ME.

YOUR EMPLOYER REQUESTED MY AID WITH THE BIGGER PICTURE... AND NOW I HAVE BEGUN TO ATTEND TO IT.

STAY CLEAR AND IT WILL ALL BE RESOLVED... SOON.

WHAT IS GOING ON HERE?

MASTER MONARCH? I WONDER IF HE KNOWS HOW PEEVED DOCTOR DOOM IS GOING TO BE WHEN HE FINDS OUT THAT THE GUY IS RIFFING ON HIS COSTUME DESIGN?

I FEEL LIKE I'VE STEPPED INTO A READERS DIGEST VERSION OF A BAD DAY IN THE LIFE OF SPIDER-MAN!

HAS SOMETHING HAPPENED IN THE NEW YORK CRIME SCENE WHILE I WAS AWAY IN LATVERIA THAT I DON'T KNOW ABOUT?

I NEED SOME ANSWERS BEFORE I GO TOO MUCH FURTHER.

AND THERE IS ONLY ONE MAN WHO KNOWS ALL ABOUT WHAT'S GOING ON IN NEW YORK'S UNDERWORLD... BEN URICH.

AND THE PLACE TO FIND HIM...?

THE DAILY BUGLE!

A TRIP TO ONE OF NEW YORK CITY'S TOP-SELLING NEWSPAPERS PRETTY MUCH ROUNDS OUT THIS DAY OF CLICHES FOR ME.

SOMETIMES I FEEL LIKE MY LIFE CONSISTS OF WALKING DOWN THE SAME STREETS, VISITING THE SAME PLACES, FIGHTING THE SAME VILLAINS DAY AFTER DAY AFTER DAY.

YOU KNOW... SOMEDAY I'M GOING TO TRY WALKING DOWN A ***DIFFERENT*** STREET...

...JUST TO SEE WHAT WOULD HAPPEN!

BUT ***NOT*** TODAY.

TODAY I VISIT BEN...GET HIM TO CLUE ME IN ON WHAT'S GOING ON WITH THE BAD GUYS...AND THEN I GO OUT AND ***FIGHT*** THE BAD GUYS...

...***DEFEAT*** THE BAD GUYS...

...AND HAVE THEM RETURN TIME AND TIME AGAIN FOR REVENGE!

HMMM.

MIGHTY QUIET IN HERE FOR THE CITY ROOM OF A MAJOR METROPOLITAN NEWSPAPER.

WONDER IF IT'S ONE OF ***JONAH'S*** NEW POLICIES TO HAVE EVERYONE COWERING ***UNDER*** THEIR DESKS IN THE DARK?

EXCUSE ME, COULD YOU TELL ME WHERE TO FIND --

COME TO THINK OF IT...THAT'S PRETTY STANDARD OPERATING PROCEDURE AROUND HERE WHEN THE CRANKY PUBLISHER IS ON A RAMPAGE!

NOW WHERE THE HECK IS BEN'S DESK?

BE QUIET. HE'LL ***HEAR*** US... FIND US...LIKE HE DID THE OTHERS...GO AWAY...LEAVE ME ALONE...PLEASE...

MAYBE I'LL FIND BEN'S DESK ON MY OWN!

HELLO THERE, MR. URICH.

NICE COSTUME. DIDN'T KNOW YOU WERE GOING BACK TO THE *BLACK* ONE -- PHEW!

SORRY. HAD A RUN-IN WITH A GUY WITH A MALODOROUS LITTLE POWER.

"MALODOROUS"? VERY IMPRESSIVE.

ANYWAY...GLAD TO SEE YOU HERE. NO OFFENSE, BUT I WOULD HAVE BEEN GLAD TO SEE *ANY* HERO SHOWING UP.

THOUGHT WE'D HAVE TO SIT HERE ALL NIGHT WHILE *HE* PLAYED HIS MIND GAMES WITH US.

HE WHO, BEN?

VENOM.

OY! *THIS* CLICHE I COULD LIVE WITHOUT. WHAT DOES HE WANT?

NOT SURE. BUT AN EDUCATED GUESS WOULD SAY IT'S JONAH.

FUNNY THING IS...ONCE...VENOM SHOWED UP...JONAH DISAPPEARED.

FIGURES.

HE'S BEEN PLAYING GAMES WITH US. THE PHONES ARE ALL DEAD. THE EXITS ARE SEALED...

...EVERY ONCE IN AWHILE SOMEONE DISAPPEARS. WE HEAR THEM SCREAMING AND THEN... NOTHING.

I DON'T WANT TO EVEN THINK WHAT HE'S DOING WITH THEM.

I THINK MAYBE -- *ACHOO!*

BLESS YOU!

THANK YOU...?

HI, EDDIE! LONG TIME NO --

MY *SYMBIOTE* AND I HAVE NO TIME FOR A FIGHT WITH YOU! WE'VE GOT BIGGER FISH TO FRY!

YEAH... THAT MAY BE, AND I'D *LOVE* TO GO ALONG WITH THE WISHES OF YOUR LIVING COSTUME, BUT...

DON'T SAY IT. PLEASE DON'T SAY IT!

I'VE *GOT* TO...IT'S THE WAY MY LIFE HAS BEEN GOING TODAY!

WHAT IF I LET YOU GO AND *PROMISE* NOT TO KILL YOU UNTIL ANOTHER DAY?

I'D LIKE TO, BUT...

...TIME TO FIGHT!

UGPH!

NOT UP TO SNUFF TODAY, VENNY?

LET'S GET THIS OVER WITH.

THE WAY THINGS ARE GOING...

...A COUPLE OF DOZEN *CLONES* ARE BOUND TO MAKE AN APPEARANCE ANY MINUTE NOW.

WONDERFUL! OUT OF WEB FLUID!

THIS IS GETTING JUST PLAIN *SILLY!* THIS HAPPENS TO ME EVERY OTHER SUPER BATTLE AND I NEVER *LEARN* TO KEEP A LARGER SUPPLY?

THIT

THIT

GET READY, WEB SPINNER, BECAUSE I'M GOING TO EAT YOUR BRAI --

NO!

DON'T SAY *THAT!* I JUST DON'T THINK I CAN STAND TO HEAR THAT TODAY.

OKAY!

HOW ABOUT I JUST *DO* IT FOR A CHANGE!

THAT WOULD BE *DIFFERENT* FOR *BOTH* OF US!

OOLPH!

ACK!

YOU KNOW, VENOM, *NOW* MIGHT BE THE TIME FOR YOU TO CONSIDER BECOMING ONE OF THE *GOOD* GUYS!

WHAT?!

OH, YEAH! IT'S VERY POPULAR RIGHT NOW. YOU DO SOME SERIOUS SOUL-SEARCHING, GIVE UP THE SUPER-VILLAIN LIFE AND WALK ON THE SIDE OF THE ANGELS.

I SEE A MINI-SERIES ON CABLE. "THE MANY LIVES OF A LETHAL PROTECTOR."

DOES ANYONE EVER REALLY *BUY* THAT KIND OF THING?

NAH! BUT IT *IS* CLASSIC. EVERYONE IS SUSPICIOUS AND WAITS AROUND TO SEE WHEN HE'LL TURN BAD AGAIN. THE TRICK IS YOU *WAIT* UNTIL THEY *TRUST* YOU TO GO BAD! WHAT DO YOU THINK?

AAARGH!

NAH! THOUGH I *AM* PLANNING ON HUNTING DOWN AND KILLING *ALL* OF THE SINISTER SIX! SO, *YOU* DO THE CLASSIC GOOD GUY STUCK BETWEEN TWO VILLAINS THING.

BASH

BOOM

THANKS, BUT NO. I'VE DONE THAT *WAY* TOO MANY TIMES RECENTLY.

SO...WHY COME AFTER JONAH, VENOM? WHERE'S THE CHALLENGE?

HAH! JONAH? IS *THAT* WHO YOU THOUGHT WE WERE AFTER?

IT'S *NOT* JONAH? THEN *WHO?*

I'M THINKING IT WAS...

...ME!

SANDMAN?!

YEAH! HE'S BEEN CHASING ME ALL AROUND TOWN...THE GUY IS ONE SICK PUPPY!

I WASN'T SURE I COULD HANDLE HIM IN A SOLO FLIGHT, SO I THOUGHT *MAYBE* IF I FOUND *YOU*...

SO, I CAME UP HERE, KILLED THE LIGHTS AND HID IN THE VENTILATION SYSTEM...AND HERE YOU ARE!

NOW LET'S FINISH HIM OFF *TOGETHER!*

WHAT?

DIDN'T YOU JUST HEAR ME TELL HIM I'M *NOT* GOING TO GET CAUGHT IN THE MIDDLE?

YEAH, BUT C'MON... *VENOM?* IT'S NOT LIKE HE'S A RUN OF THE MILL BAD GUY! THE GUY IS A SICKO SERIAL KILLER!

WOULD IT KILL YA JUST TO HELP ME PUT HIM OUTTA COMMISSION. HE'S GOT A SERIOUS JONES FOR KILLIN' ME AND THE REST OF THE SINISTER SIX FOR SOME REASON.

BECAUSE YOU ALL DESERVE TO DIE FOR WHAT YOU DID TO ME!

WHAT ARE YOU TALKIN' ABOUT? ALL WE DID WAS EMBARRASS YOU A LITTLE.

WELL I GOT NEWS FOR YOU...YOU AIN'T GETTIN' A PIECE OF ME, BUDDY! MAYBE YOU SHOULD GO AFTER THE VULTURE... HE SEEMS LIKE AN EASIER MARK.

ALL IN GOOD TIME, BUT UNTIL THEN...

...A *PIECE* OF YOU SOUNDS LIKE A *VERY* GOOD IDEA!

ARRGH! WHAT ARE YOU DOIN'?

RIGHT NOW?

SWALLOWING. MMM! TASTY. I REALLY DON'T HAVE ENOUGH *ROUGHAGE* IN MY DIET.

WHAT DID YOU *DO* TO ME?

I CAN'T LOSE ANY OF MY SAND MASS... IT'LL...IT'LL...I'LL FALL APART IF...I...

GUESS WE'VE GOT TIME FOR YOU AFTER ALL, SPIDER-MAN!

WE'LL MAKE IT A QUICK ONE. WE HATE TO DINE AND DASH, BUT THERE ARE FIVE MORE OF THE SINISTER SIX LEFT TO KILL!

URK!

SPIDER-MAN! CATCH!

CLIK

ARGH! *FIRE!*

YOU KNOW MY SYMBIOTIC OTHER CANNOT TOLERATE *FIRE!*

YES...I KNOW.

BECAUSE *EVERY OTHER TIME* I BEAT YOU THE *SAME* WAY!

IT REALLY IS ALL BECOMING *SO* TEDIOUS!

THOUGH...THIS *IS* THE MOST ENJOYMENT I'VE GOTTEN OUT OF THE BUGLE IN *SOME* TIME!

NO IT CAN'T END THIS WAY!

NOT WHEN WE WERE SO CLOSE!

YES.

IT CAN.

THIS TIME AND, I'M SURE...

...DOZENS OF TIMES IN THE FUTURE!

WE WILL BE *BACK*, SPIDER-MAN!

YOU'LL SEE!

AND THE NEXT TIME --

YOU'LL *EAT MY BRAINS!*

I'M SCARED.

I SAVE THE DAY...

...AND *BEN* GETS THE CREDIT. GOOD FOR HIM. HE DESERVES IT.

JUST ABOUT NOW WE SHOULD HAVE... 3, 2, 1 --

WHERE IS *HE!* WHERE IS THAT COWARD, SPIDER-MAN!

LOOK WHAT YOU DID TO THIS PLACE!

J. JONAH JAMESON, DAILY BUGLE PUBLISHER AND MY OWN PERSONAL NIGHTMARE!

I'LL HAVE YOUR HIDE FOR THIS! SOMEONE CALL THE POLICE! 911!

HEARD IT ALL BEFORE.

THERE REALLY ISN'T ANYTHING NEW.

WHY DO I DO IT?

THIS MUST BE WHEN I THINK ABOUT HOW I LEARNED THAT WITH GREAT POWER --

-- NO! I AM *NOT* GOING TO SAY IT!

OMIGOSH! *AUNT MAY!*

I WAS SUPPOSED TO PICK HER UP IN QUEENS AND TAKE HER TO A DOCTOR'S APPOINTMENT.

WHAT HAVE I DONE?

PUT DOWN THAT *PHONE!* YOU ARE BREAKING THE LAW BY --

BE QUIET. I'M TRYING TO TALK HERE.

SPLOOSH

HMMMPH!

HI. IT'S ME. I'M SORRY THAT I --

HOW ARE YOU FEELING? HOW'S YOUR HEART? I'M SO SORRY THAT I FORGOT TO COME TAKE YOU TO THE DOCTOR, BUT I --

PETER, CALM YOURSELF, DEAR. THE DOCTOR'S APPOINTMENT ISN'T UNTIL TOMORROW. I'M FEELING AS HEALTHY AS A *HORSE*...

...AND, AS I'VE TOLD YOU, I AM PERFECTLY CAPABLE OF GETTING THERE BY MYSELF.

NOW, I'D LOVE TO TALK MORE, BUT I'VE GOT A GENTLEMEN CALLER BY FOR LUNCH. BYE.

WELL *THAT* IS *ONE* CLICHE I AM GLAD DIDN'T PAN OUT.

BUT IT'S ALL BECOMING TOO PREDICTABLE.

I *KNOW* MARY JANE WILL COME BACK.

I *KNOW*. DESPITE ALL THE TRAGEDY IN MY LIFE -- I'LL FIND A WAY TO SURVIVE.

I KNOW NORMAN, THE GREEN GOBLIN, DOCTOR OCTOPUS AND ALL THE OTHER ROGUES GALLERY I FACE DAY AFTER DAY WILL COME BACK TO MAKE MY LIFE MISERABLE.

I WANT A CHANGE.

I *NEED* A CHANGE.

IF *ONLY* I WASN'T SPIDER-MAN.

ALL I'VE GOT TO DO IS GET RID OF THE COSTUME AND --

-- NAH!

BEEN THERE... DONE THAT!

BEING SPIDER-MAN IS KINDA *COOL!*

I'M HEADING BACK HOME. GONNA CLIMB IN UNDER THE COVERS AND HOPE THIS DAY OF CLICHES PASSES.

SEEMS LIKE THE *ONLY* THING THAT DIDN'T HAPPEN WAS A CASE OF *HERO* VERSUS *HERO* OVER SOME SILLY MISTAKE!

FWAM

WHY THOSE WERE MY FAVORITE JELLY DONUTS!

AND THE SHOP WAS ALL OUTTA THEM!

IT'S CLOBBERIN' TIME!

SHEESH!

THE END

TO FIND OUT WHAT HAPPENS TO THE SANDMAN, PICK UP NEXT MONTH'S ISSUE OF AMAZING SPIDER-MAN#17.

ON SALE SOON!

MARVEL® COMICS

THE AMAZING SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

#17

WWW.MARVEL.COM

MACKIE
BYRNE
GREEN

NEW YORK CITY IN MARCH.

WINTER IS ALMOST GONE...

...BUT NOT QUITE.

IT IS STILL COLD ENOUGH TO CAUSE HYPOTHERMIA IN THOSE WHO MAKE THE STREETS THEIR HOME.

EVERY MINUTE IS A STRUGGLE TO KEEP WARM AND STAY ALIVE.

ROOMS

CAR

THIS IS THE BOWERY.

THE MAGICAL NEVER NEVER LAND OF THE HOMELESS AND THE HOPELESS.

A SOCIETY APART WHERE THE STRUGGLE TO REMAIN ALIVE IS ALL-CONSUMING.

HERE, IN THIS PLACE PILED HIGH WITH TRASH, EMPTY REFRIGERATOR BOXES, SHOPPING CARTS, RAGS AND FIRES...

...OUR STORY BEGINS...

...WITH A SAND-STORM IN WINTER?

OR SO IT SEEMS.

WHAT THE --?

WHOA! WE GOT SOME SORTA SAND THING HAPPENIN' HERE!

PHEW! AND THAT SMELL! LIKE ROTTING MEAT! THIS AIN'T RIGHT.

At a demonstration on Radiation, high school student PETER PARKER was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power must also come Great Responsibility. STAN LEE PRESENTS:

THE AMAZING SPIDER-MAN!

DUST IN THE WIND

HIS NAME IS THE SANDMAN!

AND RIGHT NOW... ...HE'S DYING!

MYSTERIO!

IT'S YOUR FAULT THIS HAPPENED TO ME!

I'M GOIN' TO FIND YOU...

...AND MAKE YOU PAY!

GIMME THAT! I NEED A HIT OF --

NOOOO!

LOOK WHAT'S HAPPENING TO ME!

I'M FALLING APART!

VENOM... HE TOOK A BITE OUTTA ME...TOOK PART OF MY MASS... I CAN'T PULL MYSELF ALL THE WAY TOGETHER WITHOUT ALL MY SAND...*

This happened in last month's Peter Parker: Spider-Man -- Recappin' Ralf.

VENOM DID IT, MYSTERIO, BUT...

...IT'S YOUR FAULT!

I'M GOIN' TO FIND YOU AND THEN...

...WE'RE BOTH GOIN' TO DIE!

JOHN L. BYRNE
HOWARD MACKIE
story and art

Dan Green
inks

RS & COMICRAFT'S TROY PETERI
letters

Joe Rosas colors

RALPH MACCHIO
editor

BOB HARRAS
chief

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

MEANWHILE...

A SHORT TIME AGO, PETER PARKER LIVED IN A LUXURIOUS FIFTH-AVENUE PENTHOUSE.

THINGS HAVE CHANGED.

KNOCK KNOCK KNOCK

COMING.

YOU READY, PETER, OR WHAT? NOT A BIG FAN OF HANGING AROUND BARELY LIT HALLWAYS IN QUESTIONABLE BUILDINGS.

SORRY, GLORY, BUT MY CHANGING ROOM IS UNDER RENOVATION AT THE PRESENT TIME. AND SINCE THIS IS MY ONLY CLEAN SUIT...

LOOK, I APPRECIATE THIS MORE THAN I'LL EVER BE ABLE TO --

YOU DON'T HAVE TO THANK ME. IT'S A FRIEND THING.

I SET UP THIS INTERVIEW FOR YOU BECAUSE I KNOW YOU, MY FRIEND, NEED A JOB.

ANOTHER FRIEND OF MINE RUNS A SMALL RESEARCH AND DEVELOPMENT OFFSHOOT OF A PHARMACEUTICAL COMPANY.

TWO FRIENDS NEED HELP. I PUT THEM TOGETHER. MAJOR KARMA FOR ME IN THIS AND THE NEXT LIFE.

ALL YOU HAVE TO DO IS SHOW UP, PETER.

PLEASE... DON'T...YOU KNOW...

I'M NOT GOING TO LET YOU DOWN, GLORY. YOU...EVERYBODY... HAS BEEN SO GREAT TO ME SINCE MARY JANE... DISAPPEARED --

I'M NOT GOING TO LET YOU DOWN.

GREAT.

NOW, I'VE GOT TO GET BACK TO THE DAILY BUGLE. OR JONAH WILL HAVE ME LOOKING FOR ANOTHER JOB!

GLORY'S RIGHT...THIS BUILDING IS THE PITS!

I *HATE* LIVING HERE!

I *HATE* HAVING NO MONEY... *AGAIN!*

HATE HAVING NO JOB...WORRYING ABOUT *AUNT MAY*... AND HOW I'M GOING TO BE ABLE TO HELP HER.

AND I'VE GOT TO FIND THE TIME TO GET BACK ON MY FEET AND FIGURE OUT WHERE *MARY JANE* IS.

SHOOT! I DON'T EVEN HAVE ENOUGH MONEY FOR THE SUBWAY!

I'VE GOT PLENTY OF TIME. I CAN MAKE IT TO THE INTERVIEW ON FOOT.

JUST CAN'T ALLOW MYSELF TO GET DISTRACTED AND...

...DEFINITELY *NO SPIDER-MAN!*

HOW'D I GET TO THIS LOW POINT IN MY LIFE SO QUICKLY?

I *KNOW* MARY JANE'S DISAPPEARANCE IN THAT PLANE CRASH HAS TO HAVE BEEN CAUSED BY A SUPER-VILLAIN...AND I'M GOING TO FIGURE OUT *WHO* IT IS SOON, BUT...

...THE *REST* OF IT...

LOSING THE APARTMENT AND ALL OF OUR SAVINGS BECAUSE MARY JANE'S MONEY WAS MISHANDLED BY OUR ACCOUNTANT, LOST MY *JOB* AT TRICORP...

...IT'S ALL JUST *LIFE.*

GETTING MARY JANE BACK...*THAT* I'M SURE I CAN HANDLE ALONG WITH SAVING THE WORLD AND BATTLING EVERY SUPER-VILLAIN THAT CRAWLS OUT OF THE SHADOWS.

BUY

LEARN!

FOR

BUT THIS *LIFE* STUFF... IT'S HARD WORK.

WHO KNEW?

AAIIEE!

HELP.

PLEASE.

ER...NO... I'M SORRY...I CAN'T. I'VE GOT A JOB INTERVIEW AND...WHY DON'T YOU CALL 911 AND --

BABY... HELP... PLEASE?

I DON'T NEED THIS.

WHY IS IT ALWAYS ME? WHAT... AM I THE *ONLY* SUPER HERO IN THIS CITY?

I DON'T *THINK* SO!

MAN! THIS BUILDING MAKES THE ONE I'M LIVING IN LOOK LIKE THE HIGH RENT DISTRICT!

OKAY...I'VE GOT A FEW MINUTES TO SPARE. I CAN HELP THE LADY'S BABY, GET OUT OF HERE AND STILL MAKE THE INTERVIEW.

I AM *NOT* GOING TO MESS THIS UP!

BABY... HELP... PLEASE.

HIS HEAD IS STUCK IN THE BARS OF THE CRIB?

SURE...NO PROBLEM.

NOW, I HATE TO RESCUE AND RUN, BUT, ACCORDING TO MY WATCH, IF I LEAVE *RIGHT* NOW, I --

SIRENS?

WOOOOO

OKAY...NO PROBLEM...

THERE!

THANK... YOU.

THIS IS THE NEW YORK CITY POLICE DEPARTMENT!
THE BUILDING IS SURROUNDED!
EVERYONE COME OUT WITH THEIR HANDS UP! THIS IS YOUR *ONLY* WARNING!
NO!
IT'S A *DRUG* RAID! LOOK AT ALL THOSE WELL-DRESSED PEOPLE MOVING FROM THE SHADOWS.
THIS IS SOME SORT OF CRACK HOUSE.
I'VE GOT TO GET OUT OF HERE BEFORE --
MOVE IN!
NYPD
NYPD
I'VE --
WHO IS *THAT?* LOOKS LIKE SOMEONE --
HANDS AGAINST THE WALL! *SPREAD* 'EM!
FWAAMM

NO, OFFICERS, YOU'VE GOT TO UNDERSTAND I WASN'T HERE FOR --

SAVE IT! I'VE HEARD IT ALL BEFORE.

NO...THERE WAS A WOMAN, WITH A BABY, HIS HEAD WAS STUCK IN THE CRIB...I WAS HELPING HER AND --

SHUT... UP!

POLICE

POLICE

I COULD SNAP THESE HANDCUFFS SO EASILY AND BE GONE FROM HERE BEFORE THEY EVEN KNEW WHAT HAPPENED!

SORRY! NO ROOM AT THE INN! WE'VE GOT A FULL LOAD!

LUCKY YOU! YOU GET TO RIDE WITH THE BIG BOYS!

YOU KNOW...YOU KIDS MAKE ME *SICK.*

YOU'VE GOT EVERYTHING HANDED TO YOU...AN EDUCATION, JOBS AND *OBVIOUSLY* WAY TOO MUCH MONEY.

AND THE ONLY THING YOU *YUPPIES* CAN THINK OF TO DO WITH THE CASH IS SPEND IT ON *DRUGS* THAT'LL TAKE *EVERYTHING* AWAY FROM YOU!

POLICE

OFFICER, I HAVE *NEVER* --

SHUT UP!

THEN CAN YOU ANSWER ONE QUESTION...

...WHAT TIME IS IT?

POLICE

DO YOU BELIEVE THIS KID? WHAT TIME IS IT?

WHATTA YA GOT -- A PRESSING APPOINTMENT?

AS A MATTER OF FACT...

ALL UNITS! ALL UNITS! OFFICERS NEED ASSISTANCE AT 28ND AND PARK AVENUE SOUTH!

WOOOOOOO

THIS IS CAR 387. WE'RE ON OUR WAY!

NOT NOW. NOT TODAY.

NO.

WHOA! WE'RE GOIN' TO NEED A *LOT* MORE BACKUP!

I DON'T NEED THIS!

LEAVE ME ALONE!

I JUST WANT TO FIND MYSTERIO AND KILL HIM!

PTOOM PTOOM PTOOM

WE'VE GOT TO DO SOMETHING! THOSE GUYS ARE BEING SLAUGHTERED OUT THERE!

NO! WHAT ARE YOU DOING? YOU CAN'T STOP HIM. YOU WERE RIGHT! YOU NEED BACKUP. LOTS MORE BACKUP!

CALL THE AVENGERS OR THE FANTASTIC FOUR!

COME ON! YOU GUYS NEED HELP! DON'T BE STUPID!

SNAP

OH... COME ON!

DO I HAVE SOME SORT OF PERSONAL GOD OF MISFORTUNE LOOKING AFTER ME?

THIS ISN'T EVEN WHAT THE SANDMAN IS ALL ABOUT!

THE COPS ARE BEING *SHREDDED* BY THE SANDSTORM HE'S KICKING UP!

I'VE GOT TO --

GOT YOU!

THEY'RE HURTING BAD.

THEY NEED *MAJOR* HELP...

...AS DOES MY *SUIT!*

EVEN IF I *HAD* ANOTHER SUIT...

...I DON'T HAVE THE *TIME...?*

MY WATCH IS *BROKEN?*

I DON'T EVEN *KNOW* HOW LATE I AM FOR THE INTERVIEW AND...

...MARY JANE GAVE ME THAT WATCH!

FINE!

FATE CONSPIRES AGAINST ME TO MAKE SURE I STAY BEATEN DOWN!

FINE! EVERYTHING THAT *CAN* GO WRONG *DOES* GO WRONG...

...*FINE!*

CHILDREN IN TROUBLE, DRUG BUSTS...THE *SANDMAN!*

FINE! FINE! *FINE!* I'LL HANDLE IT ALL!

I'LL SAVE THE DAY! I'LL BEAT THE BAD GUY! AND I WILL GET TO MY BLASTED JOB INTERVIEW! BECAUSE...

...I AM GOING TO HAVE A LIFE!

SANDMAN SLITHERED DOWN *THIS* WAY...IN THROUGH THIS DOOR.

YEAH! ANOTHER FIGHT IN A WAREHOUSE! NOW *THAT'S* MY FORTE!

KRAK

...PLAY?

ENTER A WAREHOUSE AND...

...AND COME OUT ON TO A POSTAPOCALYPTIC VERSION OF NEW YORK CITY.

MAKES SENSE.

YOU THINK *THIS* IS GOING TO STOP ME?

YOU CAN'T *HIDE* IN HERE!

I'M GOING TO FIND YOU AND MAKE YOU *PAY!*

SANDMAN! COME OUT AND...

ER... EXCUSE ME, SANDMAN, BUT EXACTLY *WHO* ARE WE RANTING AT?

WHAT? SPIDER-MAN?

WELL, *BACK* OFF! THIS IS PARTIALLY *YOUR* FAULT, TOO! *YOU* SHOULDA STOPPED VENOM BEFORE HE DID THIS TO ME!

SORRY, BUT WHERE --

WE *ARE* IN THE WAREHOUSE, YOU MORON! *HE'S* JUST PLAYIN' WITH OUR HEADS, TRYING TO KEEP US OFF BALANCE!

WELL...I'VE GOT NEWS FOR *HIM!* I'M ALREADY OFF BALANCE! AND *IT'S HIS FAULT!*

MYSTERIO IS THE ONE THAT CONVINCED ME TO LET VENOM TAG ALONG WHEN I TRIED PULLING THE SINISTER SIX TOGETHER.

AND THEN IT WAS THAT FISHBOWL-HEADED FREAK THAT SENT VENOM OVER THE EDGE WHEN HE STARTED OFF ON HIS *OWN* AGENDA.

NOW VENOM WANTS *ALL* THE SINISTER SIX DEAD, AND I'M THE *FIRST* ONE TO SUFFER.

BEFORE I DIE...I'M JUST GOIN' TO MAKE SURE THAT I'M NOT THE *ONLY* ONE!

MYSTERIO!

WHAT A GENIUS! HOW DO *YOU* SURVIVE ON THE STREETS AGAINST THE LIKES OF US?

NO OFFENSE, BUT...YOU DON'T STRIKE ME AS THE SHARPEST CRAYON IN THE BOX!

IN ANSWER TO YOUR QUESTION... JUST LUCKY, I GUESS.

WHAT?

YOU ASKED HOW I SURVIVE... NOT BEING A SHARP CRAYON AND ALL.

YEAH! WELL...YOUR LUCK HAS RUN OUT, BUG!

I'M MAD AND I'M HURTIN'!

AND I'VE GOT NO TIME TO WORRY ABOUT WHETHER *YOU'RE* GONNA TRY AND STOP ME FROM KILLING MYSTERIO, SO...

...SO, I'M JUST GOING TO KILL *YOU* FIRST!

KERRAK

THKOOM

NOW *THAT* WAS NO STINKIN' ILLUSION!

NO. IT'S MYSTERIO'S WHIPPIN' DOG...

...ELECTRO!

KRAKOOM

WHOA! ELECTRO! HOW ABOUT WE *TALK* ABOUT THIS?

YOU KNOW...THE STANDARD BANTER THAT VILLAINS AND HEROES EXCHANGE BEFORE DUKING IT OUT?

NO. THERE WILL BE NO TALKING, NO BANTER AND NO "*DUKING IT OUT*"!

YOU MADE A SERIOUS ERROR IN JUDGMENT FOLLOWING SANDMAN HERE TONIGHT, SPIDER-MAN.

VERY SERIOUS.

I'M GOING OUT ON A LIMB HERE, ELECTRO, BUT...

...IS THERE SOMETHING *DIFFERENT* ABOUT YOU?

I CAN'T EXACTLY PUT MY FINGER ON IT, BUT... SOMETHING *SCARY!*

PLEASE. DON'T ATTEMPT TO DISTRACT ME WITH CONVERSATION.

IT IS BENEATH US ALL.

INDEED IT IS!

HELLO, MYSTERIO!

HEY! I'VE GOT AN IDEA...

...HOW ABOUT YOU PULL ONE OF YOUR CLASSIC "FAKING YOUR OWN DEATH" SCENARIOS AND SANDMAN AND I JUST WALK AWAY CONFUSED?

ELECTRO...

...PLEASE KILL THEM.

YOU GUYS ARE JUST NO FUN ANYMORE!

WITH PLEASURE.

ALL SERIOUS AND "KILL THIS, KILL THAT"!

HOW'S A GUY TO PLAN A BATTLE STRATEGY?

GOTTA THINK! GOTTA THINK! GOTTA THINK!

HMM! MYSTERIO... ILLUSIONARY WORLD... WORTH A TRY...

THWIP

MISSED.

THWIP THWIP

DOUBLE MISS!

THWAPP

AH!

WE'VE GOT CONTACT!

YOU SEE, MYSTERIO, I FIGURED SINCE *YOU* WERE BEHIND THIS WHOLE POST-APOCALYPTIC NEW YORK THING...THE ODDS WERE PRETTY GOOD THAT WE'RE STILL INSIDE THE VERY WAREHOUSE I ENTERED A FEW MINUTES AGO.

WAREHOUSE EQUALS CEILING, SO...

...TIME TO BRING IT DOWN AROUND YOUR LITTLE FISHBOWL EARS!

WHAT?!

NO!

I JUST WANT YOU *BOTH* TO REMEMBER, WHEN YOU'RE PICKING SPLINTERS OUT OF YOUR BUTTS...

...I WAS WILLING TO *BANTER!*

COME ON, SANDMAN.

FRAKOOM

YOU SHOULDA LET ME DIE.

IT WOULD HAVE BEEN BETTER THAN LIVIN' LIKE *THIS!*

I'M A GOOD GUY. COULDN'T DO THAT.

NOW, IF YOU'LL EXCUSE ME...THE POLICE WILL HANDLE YOU FROM HERE...

...AND HOPEFULLY *THIS TIME* SOMEONE REMEMBERED TO CALL THE AVENGERS!

BUT I AM VERY LATE FOR AN APPOINTMENT.

I THINK.

A SHORT TIME LATER...

HI! I'M PETER PARKER! SORRY I'M LATE, BUT --

ACTUALLY...

...YOU'RE EARLY.

COOL! THAT'S A FIRST!

MR. PARKER, THERE SEEMS TO HAVE BEEN SOME MIX-UP.

I'VE HAD THE OPPORTUNITY TO STUDY YOUR RESUME, AND IT IS QUITE IMPRESSIVE.

A LITTLE TOO IMPRESSIVE.

YOU'RE MORE QUALIFIED FOR MY JOB THAN I AM.

I'M AFRAID A SMALL START-UP COMPANY LIKE OURS COULD NEVER HOLD YOUR INTEREST FOR LONG.

I THINK WE'RE GOING TO HAVE TO PASS.

BUT --

SORRY.

YEAH... ME, TOO!

NOW WHAT DO I DO?

I NEED MONEY. I NEED A JOB! I NEED A LIFE.

DISHWASHER WANTED ASK INSIDE

THE END

MARVEL COMICS

PETER PARKER™ SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

#17

WWW.MARVEL.COM

MACKIE
ROMITA JR
HANNA

NEW YORK CITY.

SPIDER-MAN AND THE SANDMAN ARE *GONE.*

THEY BELIEVE THEY HAVE DEFEATED US.

SPIDER-MAN *ALWAYS* DOES, *MYSTERIO.*

WHAT A *FOOL* HE IS.

TRUE, *ELECTRO.* VERY TRUE.

BUT WHAT DOES THIS MATTER IF *VENOM* STILL HUNTS US?

DID YOU *SEE* WHAT HE DID TO SANDMAN?

SANDMAN WAS *WEAK.* HE DESERVED WHAT HE RECEIVED.

STILL, IF VENOM TRULY *IS* HUNTING DOWN EACH OF THE SINISTER SIX CLAIMING WE HUMILIATED HIM WHEN HE ATTEMPTED TO JOIN, IT MIGHT PUT A CRIMP IN OUR PLANS.

GIVE THE WORD, AND EDDIE BROCK AND HIS ALIEN SYMBIOTE ARE HISTORY.

DO THIS FOR ME.

VENOM IS AS GOOD AS *DEAD!*

THEY SAY GOOD THINGS COME TO THOSE WHO WAIT!

THEY ARE RIGHT!

I THOUGHT I'D HAVE TO TEAR THE TOWN APART, SUCK BRAINS ALL OVER THE PLACE TO FIND THE REST OF YOUR SINISTER SIX AFTER WHAT I DID TO YOUR LEADER!

HOWARD MACKIE
JOHN ROMITA JR.
SCOTT HANNA
story & art

JOE ROSAS
colors

RS & COMICRAFT'S TROY PETERI
letters

RALPH MACCHIO
editor

BOB HARRAS
chief

See last issue -- Sinister Ralf.

AT A DEMONSTRATION ON RADIATION, HIGH SCHOOL STUDENT PETER PARKER WAS BITTEN BY AN IRRADIATED SPIDER FROM WHICH HE GAINED THE ARACHNID'S INCREDIBLE ABILITIES. WHEN A BURGLAR KILLED HIS BELOVED UNCLE BEN, A GRIEF-STRICKEN PETER VOWED TO USE HIS GREAT POWERS IN THE SERVICE OF HIS FELLOW MAN, BECAUSE HE LEARNED AN INVALUABLE LESSON: WITH GREAT POWER MUST ALSO COME GREAT RESPONSIBILITY.

STAN LEE PRESENTS:
PETER PARKER, SPIDER-MAN

NIGHT of the HUNTERS

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

AND HERE YOU COME TO US!

WOULD THAT YOU ALL WERE SO OBLIGING.

THE SINISTER SIX MUST DIE.

WE KNEW THAT FROM THE MOMENT WE LAID EYES UPON YOU ALL.

THE NAME ALONE SAYS IT.

YOU ARE ALL EVIL FOR PETTY PERSONAL GAIN. THAT INSULTS US.

COMMON THIEVES...WITH GREAT POWER... WHO ARE WILLING TO TROD UPON THE INNOCENT TO MAKE A FEW BUCKS.

THERE IS NOTHING NOBLE ABOUT YOU, SANDMAN, THE VULTURE, KRAVEN OR MYSTERIO!

WE SAW UP CLOSE AND PERSONAL HOW YOU OPERATE.

YOU WOULD HAVE KILLED US HAD YOU HALF A CHANCE!

GUESS WHAT...?

IT'S YOU WHO WILL DIE!

BYE-BYE, SPARKY!

HMMMM!

THAT JUST GIVES ME SUCH A TINGLY FEELING ALL OVER!

THE DAILY BUGLE...

BUT, JONAH...

...THESE ARE CLASSIC SHOTS!

SANDMAN... VENOM --

AND SPIDER-MAN!

I DON'T KNOW HOW MUCH CLEARER I CAN BE, PARKER...

...I AM NOT BUYING ANY MORE SPIDER-MAN SHOTS!

I'M SORRY, PETER, BUT, AS I'VE TOLD YOU BEFORE... I'VE FINALLY DECIDED TO LISTEN TO ROBBIE AND THE REST OF THE STAFF AND TAKE MY PERSONAL AGENDA OUT OF THE PAGES OF THE BUGLE.

CIRCULATION IS DOWN. SPIDER-MAN'S UGLY MUG IS PROBABLY RESPONSIBLE.

I KNOW YOU NEED THE CASH, BUT...

...MAYBE YOU SHOULD TRY TAKING SOME PICTURES OF SOMETHING ELSE FOR A CHANGE.

THEN COME BACK AND SEE ME!

YEAH... THANKS.

WHAT IS GOING ON HERE?

SINCE WHEN DOES J. JONAH JAMESON EVER LISTEN TO REASON?

THERE'S GOT TO BE SOMETHING MORE!

I STILL DON'T KNOW IF JONAH GOT A PEEK BENEATH MY MASK WHEN I COLLAPSED AFTER SAVING HIM FROM VENOM ON THAT CHURCH ROOFTOP.

I'VE GOT TO KNOW!

Issue#10
-- R.M.

JONAH!
WHAT IS IT *NOW*, PARKER?
I'VE GOT TO KNOW SOMETHING I -- I -- DON'T KNOW HOW TO SAY THIS, BUT...ER --
WHAT *IS* IT, PARKER?
YOU THINK I'VE GOT ALL THE TIME IN THE WORLD?
I'M TRYING TO PUBLISH A NEWSPAPER HERE.

SPIT IT OUT!
PROBABLY BE GOOD FOR YOU TO GET WHATEVER IT IS OFF YOUR CHEST.
YOU'RE LOOKING TIRED, PARKER.
BURNING THE CANDLE AT BOTH ENDS?
WHAT DID HE MEAN BY THAT?
HE *DOES* KNOW!

BUT WHAT IF HE DOESN'T?
LOOK AT HIM...JUST SITTING THERE... WAITING FOR ME TO SPILL MY GUTS.
IN A WAY IT MIGHT BE A RELIEF TO JUST GET IT OUT IN THE OPEN.
NO SECRET IDENTITIES... NOT HAVING TO WORRY THAT THE WORLD MIGHT FIND OUT THAT PETER PARKER *IS* SPIDER-MAN.
IS KEEPING A SECRET IDENTITY *REALLY* THAT IMPORTANT? HAS IT REALLY PROTECTED THE ONES I LOVE FROM MY ENEMIES?
WHAT REAL GOOD HAS THE COSTUME, THE MASK, *EVER* REALLY DONE ME?
HOW LIBERATING WOULD IT BE JUST TO TELL THE WORLD THAT I AM SPIDER-MAN?

WHAT ABOUT SPIDER-MAN?
DID I SAY THAT OUT LOUD?
ER... NOTHING... IT'S JUST THAT --
COME BACK WHEN YOU HAVE A COMPLETE THOUGHT, PARKER.

ELSEWHERE...

HE IS **KRAVEN THE HUNTER.**

LIKE HIS FATHER AND BROTHER BEFORE HIM, HE HAS HUNTED EVERY SPECIES KNOWN TO MAN...

...AND HAS TRIUMPHED.

HE LIVES FOR THE HUNT.

AND NOW, BECAUSE OF A BUSINESS ARRANGEMENT MADE WITH THE SINISTER SIX...

...HE FINDS HIMSELF THE **HUNTED.**

VENOM.

HE WOULD BE A TRULY ***WORTHY*** OPPONENT.

PERHAPS MY GREATEST CHALLENGE.

I WILL ***NOT*** BE HUNTED.

BUT I ***WILL*** HUNT.

SUCH A HUNT MUST HAPPEN ON ***MY*** TERMS.

THERE WILL BE ***BAIT*** NECESSARY.

SOMETHING TO ***LURE*** VENOM ***EXACTLY*** WHERE I WANT HIM.

AND THAT BAIT WILL BE...

THUD

...SPIDER-MAN!

MEANWHILE...

I REALLY HANDLED *THAT* ONE WELL!

MAYBE JONAH WILL CHALK UP MY BABBLING TO MARY JANE'S DISAPPEARANCE.

OR...

...MAYBE HE *DOES* KNOW!

THIS IS GOING TO DRIVE ME *CRAZY!*

HOW DO I FIND OUT? WHAT KIND OF GAME IS HE PLAYING?

HEY...IS THAT *RANDY ROBINSON* TALKING WITH *ROBBIE?*

I HAVEN'T SEEN HIM IN FOREVER!

IT'S THE LAST TIME, DAD. I JUST NEED --

I'M SORRY, SON, BUT *NO!*

IT'S ALWAYS "*THE LAST TIME.*" AND THEN NOTHING CHANGES.

YOUR MOTHER AND I HAVE DISCUSSED IT AND WE'RE DRAWING THE LINE HERE.

I'M SORRY.

HELLO, PETER! I DIDN'T KNOW YOU WERE IN TODAY! HOW ARE YOU FEELING...ALL THINGS CONSIDERED?

BEEN BETTER.

SORRY, SON.

YOU REMEMBER RANDY, DON'T YOU?

YEAH. I HAVEN'T SEEN YOU SINCE YOUR WIFE MOVED TO...

IT WAS CALIFORNIA AND SHE LEARNED THAT THEY'VE GOT SOME PRETTY GOOD DIVORCE LAWS OUT THERE.

SORRY.

IT'S OKAY. GUESS DAD WAS RIGHT AGAIN. WE WERE TOO YOUNG WHEN WE MARRIED.

DAD'S *ALWAYS* RIGHT!

PING

YEAH... WELL... THERE'S MY ELEVATOR.

NICE SEEING YOU AGAIN, RANDY. SEE YOU AROUND, ROBBIE.

PETER, WAIT! I'VE GOT SOMETHING FOR YOU.

HUH?

JONAH WANTED ME TO GIVE THIS TO YOU, BUT HE DIDN'T WANT IT KNOWN THAT IT WAS ***HIS*** IDEA.

STILL TOO BUSY TRYING TO MAINTAIN HIS REPUTATION, BUT HE KNOWS THAT... WELL, THINGS HAVE BEEN TOUGH ON YOU LATELY... AND...

WHAT IS IT?

WELL, WE KNOW THINGS HAVE BEEN TOUGH SINCE MJ... AND YOUR JOB... AND WE ALL KNOW ABOUT YOUR FINANCIAL PROBLEMS... AND THIS *MORATORIUM* ON THE SPIDER-MAN PHOTOS CAN'T BE HELPING, SO WE THOUGHT --

A HANDOUT, ROBBIE?

NO, PETER, YOU SHOULD THINK OF IT MORE AS A COMPENSATION FOR --

I'D RATHER NOT THINK OF IT AT ALL. THINGS ARE TOUGH RIGHT NOW, ROBBIE, BUT THEY'LL WORK OUT. THEY ALWAYS DO.

THANK YOU. AND THANK JONAH, BUT... NO THANKS.

JONAH'S IDEA...?

THIS HAS GOT ***YOU*** WRITTEN ALL OVER IT, DAD!

YOU DO THIS FOR HIM AND YET YOUR OWN SON...

IT'S DIFFERENT.

THAT WAS PROBABLY THE STUPIDEST THING I'VE EVER DONE.

I COULD REALLY USE THE MONEY... NO MATTER HOW MUCH OR LITTLE IT WAS. THE RENT IS DUE... AND IF I DON'T PAY IT...

...CAN'T THINK ABOUT THAT NOW. I NEED SOME FRESH AIR... NEED TO BE UP HIGH... I NEED...

...TO BE SPIDER-MAN!

ACTUALLY, WHAT I REALLY NEED...

...IS TO TAKE DOWN SOME BAD GUY!

IT'S AMAZING HOW THAT ALWAYS MAKES ME FEEL BETTER NO MATTER WHAT IS GOING ON IN MY LIFE!

I WONDER IF I HAVE ANGER ISSUES?

UH-OH! BETTER BE CAREFUL FOR WHAT YOU WISH!

SPIDER SENSE KICKING IN BIG TIME!

AND THERE GOES THE WEB LINE!

BUT IT'S NOT LIKE I HAVEN'T BEEN IN FREE FALL BEFORE. ALL I'VE GOT TO DO IS --

THUD

THUD

UGPH!

THAT'S NOT GOOD...SOME SORT OF... POISONED... DARTS...

LOSING... IT...

CAN'T... FIGHT...

OH...

...POOP!

KRAVEN...

A SHORT TIME LATER, IN CENTRAL PARK...

WAKE UP, SPIDER-MAN!

IT'S TIME FOR YOU TO SERVE YOUR PURPOSE!

OH, HI, REGIS...DIDN'T RECOGNIZE YOU... I'M READY TO USE MY *LIFE LINE!*

BY THE WAY...THAT KATHIE LEE IS A *BABE!*

DON'T BOTHER TRYING TO FREE YOURSELF.

SPECIAL ROPES. MORE SPECIAL DRUGS.

YOU ARE BAIT.

SO SQUIRM.

I'LL BE NEARBY.

BAIT?

FOR WHAT?

HI, HONEY...

...WE'RE HOME!

MISS US?

SO MANY OPTIONS, SO LITTLE TIME!

WE COULD KILL YOU...AND FINALLY BE DONE WITH YOU. BUT...

...THE POET IN OUR SOUL WON'T ALLOW THAT.

WE COULD TAKE THAT MASK OF YOURS OFF AND FIGURE OUT *WHY* THE ITCH IN THE FRONT OF OUR BRAIN SAYS WE SHOULD KNOW YOU! BUT, ULTIMATELY...

...WHO CARES? WE CERTAINLY SEEM TO RUN INTO EACH OTHER ENOUGH.

MUST BE THE SOCIAL CIRCLES WE KEEP.

OR YOU COULD JUST *BORE* ME TO DEATH AND KILL ME WITH YOUR BREATH. MEANWHILE, YOU HAVE NO IDEA WHAT YOU JUST WALKED INTO. K --

SHHH! BUT WE *DO* KNOW!

WHAT?

WE...

...KNOW.

CRAK

HELLO, *KRAVEN!*

WE WERE HOPING TO RUN INTO YOU!

SHALL WE GET ON WITH THIS?

AND DETERMINE *WHO* IS THE HUNTER...

...AND *WHO* SET THE TRAP?

OOOH! HE'S RUNNING AWAY!

HOW WILL I, ENHANCED BY A SUPER-POWERED ALIEN SYMBIOTE, EVER CATCH HIM?!

ER...VENOM... BEFORE YOU GO...

...HOW ABOUT CUTTING ME DOWN?

DON'T *TEMPT* ME!

CONSIDER THIS A GIMME.

NEXT TIME IT'S ARACHNID BRAINS DU JOUR!

NO!

VENOM! DON'T DO THIS! YOU DON'T *HAVE* TO KILL HIM!

THIS VENDETTA IS *INSANE!* TRYING TO KILL THE SINISTER SIX BECAUSE THEY DISSED YOU!

AND LIKE TRYING TO TALK SENSE TO HIM *ISN'T!*

GOT TO GET OUT OF HERE AND...

...DO WHAT I SEEM TO SPEND *ALL* MY TIME DOING LATELY!

SAVE THE *BAD GUYS* FROM ONE ANOTHER!

THE WORLD WOULD BE BETTER OFF WITHOUT *EITHER* OF THEM, BUT...

...I'VE GOT TO BE THE GOOD GUY! DO THE RIGHT THING! HELP *EVERYONE!*

SNAP

SOMETIMES I GET SO *SICK* OF MYSELF!

JUST AHEAD...

OH, KRAAAAVEN!

COME OUT! COME OUT! WHEREVER YOU ARE!

ALL WE WANT TO DO IS *PLAY* WITH YOU FOR AWHILE!

AND THE SILENT HUNTER STEALTHILY EMERGES FROM THE FOLIAGE.

HIS PREY STANDS NO CHANCE.

SHRAK

A DEATH BLOW IS DELIVERED.

THE HELPLESS VICTIM CAN FEEL THE POISON ALREADY COURSING THROUGH HIS SYSTEM.

WHAT *WILL* HE DO? WHAT... -*COUGH*- WILL... -*GAG*- HE... DO...?

PERHAPS REMIND HIS PREY THAT SPEARS, POISON... *NONE* OF HIS NORMAL BAG OF TRICKS WILL WORK ON US?

REMIND HIM THAT OUR SYMBIOTE BEGAN REPAIRING THE WOUND AS *SOON* AS IT WAS INFLICTED!

THAT WE *EAT* POISON FOR BREAKFAST!

NOT REALLY... BUT WE *COULD!*

YOU *WILL* DIE, MONSTER!

AND I WILL HANG YOUR HEAD UPON THE WALL OF MY FATHER'S HOUSE!

YOU SURPRISE US.

WE THOUGHT *YOU* WOULD BE FAR EASIER THAN EITHER SANDMAN OR ELECTRO.

IT'S A *POWERS* THING.

AND YET... HERE YOU ARE STILL ON YOUR FEET!

YOU KNOW *NOTHING* OF ME.

OF THE LIFE I LIVED.

OF THE TERRORS I HAVE SURVIVED.

THE OTHERS *FEARED* YOU.

I *PITY* YOU!

YOU PITY *US*?!

WHY IS THAT?

BECAUSE, LIKE ALL THE PREY I HAVE FACED...

FWOOSH

...YOU HAVE FALLEN INTO MY *TRAP!*

HOW DOES IT *FEEL*, VENOM?

TO KNOW THAT, WITH A FINAL PUSH OF A BUTTON, THE WALLS OF *FLAME* WILL CLOSE IN ON YOU? I UNDERSTAND YOUR *SYMBIOTE* DOESN'T LIKE FIRE!

I RESEARCH MY PREY.

HOW DOES IT FEEL?
LIKE...
...THIS!
FEEL THAT WARM STUFF IN YOUR HANDS?
THAT MIGHT BE YOUR STOMACH!
BUT DON'T WORRY...
...YOU'RE NOT GOING TO FEEL IT FOR LONG!
ENOUGH, VENOM!
YOU'VE MADE YOUR POINT!
YOU THINK I WAS TRYING TO MAKE A POINT?!
HERE ARE FIVE POINTS I'VE GOT JUST FOR YOU!
YOU SHOULD HAVE JUST RUN AWAY WHEN YOU HAD THE CHANCE!

YEAH, WELL...I'M NOT REAL GOOD AT THAT RUNNING AWAY THING.

SOME SORT OF CHARACTER FLAW.

I *SEE* THE BAD GUYS...

...I *CHASE* THE BAD GUYS!

I'M HOPING TO OUTGROW IT!

GOOD LUCK.

UGGPH!

NOW, KRAVEN, SHALL WE CONCLUDE OUR BUSINESS FOR THE EVENING?

OH, VENOM...

...COULD YOU MOVE A LITTLE TO THE RIGHT?

WHAT...? WHY --?

'CAUSE IT SEEMS LIKE THERE WERE *TWO* BUTTONS ON THIS LITTLE PYROTECHNIC DETONATION DEVICE OF KRAVEN'S!

KABOOM

AIIIEEE!

KRAVEN! WHAT ARE YOU DOING?

IT'S *OVER!* HE'S TRAPPED!

I NEED TO GET YOU TO A DOCTOR BEFORE YOU BLEED TO DEATH --

NO.

IT IS *NOT* OVER!

NOT UNTIL I HAVE HIS *HEAD!*

I WILL NOT BE DENIED THE TROPHY!

ARE YOU *INSANE?!*

IF THE BLOOD LOSS DOESN'T KILL YOU...

...THE FLAMES, *OR* VENOM WILL!

I DO NOT *FEAR* PAIN... OR DEATH!

NOT AFTER ALL I HAVE SEEN! ALL I HAVE BEEN THROUGH! ALL I HAVE CONQUERED!

I *MUST* HAVE THE KILL!

I MUST *FEEL* THE LIFE DRAIN FROM MY PREY...SEE THE EYES GO *BLACK* IN DEATH!

SORRY...

...NOT TODAY!

WOW! THE VULTURE ALWAYS CREEPED ME OUT. BUT THIS GUY IS SOMETHING ELSE... MAYBE WORSE.

I ONLY HAVE THE STRENGTH TO DEAL WITH *ONE* PSYCHOPATH TODAY!

I THOUGHT YOU WERE LIKE YOUR FATHER...

...A MAN OF HONOR.

BUT YOU'RE NOTHING MORE THAN A *KILLER.*

YOU KNOW *NOTHING* OF ME.

THE WORLD IS A VICIOUS PLACE, SPIDER-MAN. WE MUST CONSUME IT BEFORE IT CONSUMES US.

LOOK AT WHAT IT *DID* TO MY FATHER.

I WON'T... LET IT...HAPPEN... TO...ME...

HOO HAH! SPIDER-MAN!

SEEMS LIKE YOU'RE IN A CLASSIC CONUNDRUM HERE!

WHAT'S IT GOING TO BE? STICK AROUND AND WAIT TO FINISH ME OFF, CART ME TO JAIL...IF YOU CAN SURVIVE... OR...

...SAVE ONE OF YOUR MOST HATED ENEMIES?

HAHAHA!

OF COURSE!

YOU WIN, BUT YOU *LOSE!*

SLEEP WELL TONIGHT, WEB-SLINGER!

I'LL BE *LOOKING* FOR YOU!

LATER THAT DAY...

MAN! I NEVER THOUGHT I'D BE SO TIRED THAT I'D BE LOOKING FORWARD TO PLOPPING DOWN IN THAT LICE-INFESTED BED OF MINE!

IF I'M REAL QUIET I SHOULD BE ABLE TO SNEAK PAST THE LANDLORD AND --

FLOOF

WHAT THE --?

MY STUFF! WHAT'S IT DOING OUT HERE?!

NO RENT.

NO ROOM.

CLEAR YOUR JUNK OUT OF THE FRONT OF MY BUILDIN' OR I'M CALLING THE SANITATION DEPARTMENT!

WONDERFUL! WHAT AM I GOING TO DO? WHAT MORE CAN HAPPEN TO ME?

OF COURSE.

THE END

MARVEL COMICS

THE AMAZING SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

#18

WWW.MARVEL.COM

MACKIE
BYRNE
ROMITA

THE SUNFLOWER DINER, IN MIDTOWN MANHATTAN...

ON THE *BRIGHT* SIDE...

...THINGS COULDN'T GET ANY *WORSE* THAN THEY ALREADY ARE!

I'VE GOT NO MONEY, NO APARTMENT, NO *REAL* JOB...

...THESE RUBBER GLOVES ARE LEAKING, I'M STARVING AND THE MANAGER WON'T EVEN FEED ME --

RAUL SAYS YOU CAN HAVE THE LEFTOVERS, *PARKER.*

THANKS... I'LL PASS.

VENOM IS OUT THERE TRYING TO KILL OFF ALL OF THE *SINISTER SIX*...

...AND THEY'VE SPLIT BUT ARE STILL CAUSING MISCHIEF...

...I FEEL LIKE I'VE GOT A COLD COMING ON...

...JONAH WON'T BUY ANY *SPIDER-MAN* PHOTOS FROM ME AND I'M PRETTY SURE IT'S BECAUSE HE PEEKED UNDER MY MASK A FEW WEEKS AGO WHEN I SAVED HIS LIFE FROM VENOM...

...*AND* NONE OF MY FRIENDS AND FAMILY WILL ACCEPT THAT MY WIFE, *MARY JANE,* IS STILL ALIVE -- NO MATTER *WHAT* THEY THINK!

EITHER SHE WASN'T *ON* THE PLANE WHEN IT EXPLODED OR IT WAS ALL SOME SORT OF ILLUSION CREATED BY *MYSTERIO* OR ONE OF MY OTHER COUNTLESS ENEMIES.

SO I *KNOW* THINGS HAVE *GOT* TO START TURNING AROUND FROM HERE.

THEY'VE *GOT* TO.

At a demonstration on Radiation, high school student PETER PARKER was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power must also come Great Responsibility. STAN LEE PRESENTS:

THE AMAZING SPIDER-MAN!

HOMEWARD BOUND

JOHN L. BYRNE
HOWARD MACKIE
story and art

JOHN ROMITA SR.
guest inks

RS & COMICRAFT'S TROY PETERI
letters

JOE ROSAS
colors

RALPH MACCHIO
editor

BOB HARRAS
chief

I JUST NEED A LITTLE TIME. AND A HOT MEAL.

A SHOWER WOULDN'T KILL ME.

MAYBE A COUPLE OF ASPIRIN.

CARTING

24hr LOANS

LOANS

NEW AND USED CLOTHES

OH... AND A GOOD NIGHT'S SLEEP IN A *REAL* BED.

AND...

...MARY JANE.

ONCE I FIGURE OUT WHO DID THIS AND HOW TO GET HER BACK...

...THINGS ARE GOING TO BE *GREAT!*

BUT FIRST THINGS FIRST...

PHONE

PHONE

HELLO? *AUNT MAY?*

CAN I COME HOME?

YEAH...

...THINGS WILL BE JUST *FINE* AFTER I GET MJ BACK!

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

MEANWHILE, OUTSIDE OSBORN INDUSTRIES...

...LIZ ALLAN-OSBORN, CURRENT CHIEF OPERATING OFFICER OF THE MULTINATIONAL ORGANIZATION, HEADS TOWARD HER WAITING LIMOUSINE...

...TO HER BODYGUARDS...

...TO WHAT PASSES FOR HER LIFE.

AS SHE ENTERS THE CAR THE QUESTIONS BEGIN...

...HOW COULD SHE HAVE WOUND UP IN THIS LIFE?

A LIFE SHADOWED BY THE OSBORN LEGACY.

A LEGACY PASSED FROM **NORMAN** TO HER LATE HUSBAND **HARRY**, FROM FATHER TO SON, SHE LIVES IN CONSTANT FEAR OF NORMAN'S RETURN.

RUNNING IS FUTILE. NORMAN WOULD ALWAYS FIND HER AND HIS SOLE HEIR, HIS GRANDSON, HER LITTLE NORMIE.

ONCE SHE WAS SO IN LOVE WITH HARRY. AND NOW...

SHE CURSES THE DAY SHE MARRIED HIM AND GAVE HIS FATHER ANOTHER POTENTIAL SOUL TO CORRUPT.

CURSES THE DAY THE **GREEN GOBLIN** ENTERED HER LIFE.

BUT LIZ KNOWS SHE CAN'T ALLOW THESE THOUGHTS TO STAY WITH HER FOR TOO LONG.

SOON SHE'LL BE HOME, NORMIE WILL JUMP INTO HER ARMS...

...AND, AS SHE SMELLS HIS HAIR AND HIS LITTLE ARMS SQUEEZE HER SO TIGHTLY...

...SHE'LL LOOK AROUND AT THE LUXURIOUS APARTMENT, SHE'LL REMEMBER THE COUNTRY HOMES, THE LIFE OF PRIVILEGE.

AND DESPITE IT ALL...DESPITE THE HEARTACHE...

...SHE KNOWS THAT THINGS COULD ALWAYS BE WORSE.

WHAT --?

NO.

NOT AGAIN.

NOT SO SOON.

MAXWELL! DRIVE! DRIVE *NOW!*

"IT'S STARTING AGAIN!"

FOREST HILLS, QUEENS.

PETER PARKER GREW UP IN THIS HOUSE.

RAISED WITH LOVE AND CARING BY AUNT MAY AND UNCLE BEN.

AND AS SOON AS HE WALKS THROUGH THE DOOR...

...HE CAN FEEL IT ALL WASHING BACK OVER HIM.

PETER PARKER! WHAT WERE YOU THINKING? WALKING IN THE RAIN WITHOUT AN UMBRELLA!

YOU KNOW HOW DELICATE YOU ARE!

I WANT YOU UPSTAIRS AND INTO A HOT BATH. I JUST CAME ACROSS SOME OF YOUR OLD CLOTHING IN ONE OF THE CLOSETS THE OTHER DAY. YOU CAN PUT THEM ON.

MARCH, YOUNG MAN! NO ARGUMENTS AND NO DAWDLING!

YES, AUNT MAY.

PETER IS HOME.

THINGS ARE LOOKING UP.

I FEEL BETTER ALREADY.

THIS PLACE...

...IT'S LIKE *MAGIC!*

I'VE GOT TO TRY AND CONVINCE MARY JANE THAT WE'VE GOT TO MOVE BACK HERE FOR A LITTLE WHILE... JUST UNTIL WE GET BACK ON OUR FEET... I --

HERE HE IS NOW, DEAR.

I CAN'T BELIEVE IT'S BEEN SO LONG SINCE YOU'VE SEEN EACH OTHER.

OH, BOY...

AUNT ANNA, I --

OH, PETER... YOU POOR BOY!

HOW ARE YOU DOING? I'VE BEEN SO WORRIED ABOUT YOU. I HAVEN'T SEEN YOU SINCE... SINCE...

OH, PETER, SHE WAS SO YOUNG AND BEAUTIFUL... SO SWEET... EVER SINCE SHE WAS A LITTLE GIRL SHE COULD WALK INTO A ROOM AND --

OH, PETER...

IT'S OKAY, ANNA... I PROMISE EVERYTHING IS GOING TO BE FINE... SOON.

YOU'LL SEE.

EVERYONE WILL SEE.

A SHORT TIME LATER...

THANKS, AUNT MAY, I FEEL LIKE A NEW MAN.

I'M PLEASED, DEAR. AND I'M SORRY FOR NOT WARNING YOU ABOUT ANNA. SHE'S BEEN SO OVERWROUGHT SINCE MARY JANE --

IT'S OKAY. SHE JUST DOESN'T UNDERSTAND.

BUT EVERYTHING IS GOING TO TURN OUT FINE.

PETER...?

I'M WORRIED ABOUT YOU. HAVE YOU THOUGHT ABOUT SPEAKING TO SOMEONE --?

I *TALK* TO PEOPLE *ALL* THE TIME!

I'M SERIOUS, PETER! IS EVERYTHING OKAY? EVER SINCE MARY JANE... ***DISAPPEARED...*** YOU DON'T TALK TO ME ANYMORE.

I'M WORRIED. YOU KNOW YOU COULD ALWAYS MOVE BACK IN HERE. THERE'S PLENTY OF ROOM AND --

NOT NECESSARY. I'VE GOT A LINE ON A GREAT APARTMENT AND A JOB. SHOULD BE COMING THROUGH ANY DAY NOW.

WELL, TAKE *THIS* TO TIDE YOU OVER UNTIL THEN.

REALLY, AUNT MAY, I DON'T NEED --

DON'T YOU *DARE* LIE TO ME, YOUNG MAN.

YOU *KNOW* I COULD ALWAYS TELL.

YEAH... YOU COULD. THANKS.

THANKS FOR *EVERYTHING.*

I DON'T KNOW WHAT I'D DO WITHOUT HER.

AND YET I *DID* LIE TO HER AND SHE *KNEW* IT.

I'VE GOT *NOTHING* LINED UP.

MAYBE I *WILL* COME BACK TONIGHT.

THE F.D.R. DRIVE, ON MANHATTAN'S UPPER EAST SIDE...

OH, MS. OSBORN...

...WE'VE GOT TO TALK!

WELL, AT LEAST YOU STOPPED RUNNING.

IT'S REALLY NOT AS EASY TO STAY UP ON ONE OF THESE GOBLIN GLIDERS AS *SOME* HAVE MADE IT LOOK.

SO... HOW ABOUT WE JUST *TALK* AND WE CAN *BOTH* GET THE ANSWERS WE NEED?

NO.

GET AWAY!

LEAVE ME ALONE!

YOU'RE NOT *HIM!*

I *KNOW* YOU AREN'T!

WHY ARE YOU DOING THIS?

WHO *ARE* YOU?

THE DAILY BUGLE...

DAILY BUGLE

THIS IS ABSURD.

THESE PEOPLE ARE MY FRIENDS.

THERE'S GLORY GRANT, BEN URICH, BETTY BRANT... ALL I'D HAVE TO DO IS ASK AND ANY ONE OF THEM WOULD GIVE ME ANYTHING I NEEDED.

I CAN'T BELIEVE I TURNED DOWN ROBBIE'S OFFER OF HELP YESTERDAY. WHAT WAS I THINKING?

I NEED MONEY, I NEED HELP AND...

...I NEED TO KNOW IF IT'S JUST MY PARANOIA GETTING TO ME ABOUT JONAH POSSIBLY KNOWING THAT I AM SPIDER-MAN.

THERE'S ROBBIE AND... OH! LOOKS LIKE HE AND HIS SON, RANDY, ARE GOING AT IT AGAIN.

PP: SM #17
--Helpful Ralf.

WHY DO I KEEP FINDING MYSELF IN THE MIDDLE OF THEM.

PETER!

HAVE YOU RECONSIDERED JONAH'S OFFER... ABOUT THE BONUS?

YEAH... I HAVE.

I'M SORRY I SNAPPED AT YOU YESTERDAY, ROBBIE, BUT...

EXPLANATIONS AREN'T NECESSARY, SON. YOU'VE BEEN THROUGH THE WRINGER RECENTLY.

THE BUGLE IS A FAMILY. WE WANT TO HELP.

I APPRECIATE THAT, ROBBIE, AND THE MONEY IS GOING TO HELP, BUT...

...IS THERE *ANY* WAY YOU CAN GET ME BACK TO WORK?

GEE, PETER... I'LL ASK AROUND, BUT RIGHT NOW... HERE... THE BUDGET... CIRCULATION IS DOWN --

YEAH! NICE TALKING TO YOU TOO, *DAD!* I JUST *LOVE* THESE FATHER AND SON CHATS WE HAVE.

I'M SORRY, ROBBIE. I SHOULDN'T HAVE JUST --

DON'T WORRY ABOUT IT. RANDY IS A GROWN-UP... OR HE *SHOULD* BE.

BUT ABOUT *YOU*... MAYBE IF YOU COULD TURN SOME FREELANCE ASSIGNMENTS IN THAT *DIDN'T* INVOLVE SPIDER-MAN...

I UNDERSTAND, ROBBIE. THANKS.

I THINK IT WOULD BE GOOD FOR YOU TO DIVERSIFY ANYWAY.

OTHER THAN THE MONEY... HOW ARE YOU HOLDING UP? IF YOU *EVER* NEED SOMEONE TO TALK TO ABOUT M --

I'M OKAY, ROBBIE. REALLY. THINGS ARE TURNING AROUND.

WELL, GIVE ME A CALL SOMETIME. MARTHA AND I WOULD LOVE TO HAVE YOU OVER FOR DINNER.

OH... DON'T FORGET *THIS!*

THANKS, ROBBIE, I *REALLY* APPRECIATE IT.

YOU COMING, PETER?

BOY... YOUR DAD IS SOMETHING. WHAT A GREAT GUY!

OH, YEAH... THE BEST. HE'D DO *ANYTHING* FOR JUST ABOUT *ANYBODY.*

RANDY... IT'S NONE OF MY BUSINESS, AND I KNOW WE'VE NEVER BEEN REAL TIGHT, BUT IS EVERYTHING OKAY? DID I SAY ANYTHING TO --

NAH. SORRY, PETER. IT'S NOT YOU. IT'S JUST THINGS BETWEEN ME AND MY DAD. THEY'RE NOT SO GREAT RIGHT NOW.

I'M A DISAPPOINTMENT TO THE GREAT JOE ROBERTSON, BASTION OF JOURNALISTIC INTEGRITY.

I MARRIED TOO YOUNG, DIVORCED, AND NOW I'VE DECIDED TO TRY AND MAKE IT AS AN ACTOR.

THINGS ARE A LITTLE TIGHT RIGHT NOW AND HE'S IN NO MOOD TO CUT ME SOME SLACK.

SINK OR SWIM... PICK YOURSELF UP BY YOUR OWN BOOTSTRAPS... THAT KIND OF THING!

YOU FEEL LIKE GRABBING A CUP OF COFFEE AND TALKING ABOUT IT?

A FEW MINUTES LATER...

LISTEN TO ME *WHINE.*

I'M SORRY, PETER. *YOU* ARE THE LAST PERSON I SHOULD BE COMPLAINING TO ABOUT MY LIFE.

FRUIT-O

HOW YOU DOING?

I HEARD ABOUT MJ... I'M REALLY SORRY, MAN.

SHE WAS ONE SPECIAL LADY.

YEAH... SHE IS.

THIS THING WITH ME AND MY DAD GETS ME SO TWISTED UP INSIDE THAT I HAVE TROUBLE THINKING ABOUT ANYONE OR ANYTHING ELSE.

IF I HEAR ONE MORE TIME ABOUT HOW IN *HIS* DAY HE HAD NO CHOICE TRYING TO *FIND* HIMSELF! HE HAD A WIFE ANDKIDS AND HAD TO KEEP A ROOF OVER THEIR HEADS.

I GUESS IT'S JUST A FATHER AND SON THING.

SEE! I DID IT AGAIN.

I'M NOT USUALLY THIS SELF-INVOLVED.

BUT I'M HAVING SOME MONEY PROBLEMS, TRYING TO KEEP AN APARTMENT IN THE CITY AND GET THE CAREER GOING...

IT'S GOT MY HEAD SPINNING.

I KNOW HOW IT GOES.

I'M TRYING TO PULL THINGS TOGETHER MYSELF.

AFE

SALE

WHO'D HAVE THOUGHT BEING GROWN-UP WOULD BE SO TOUGH?

THERE'S YOUR FIRST MISTAKE...

...STOP THINKING OF YOURSELF AS GROWN-UP!

IT MAKES THE OTHER STUFF SLIDE OFF YOUR BACK.

ONCE I GOT AWAY FROM DAD AND OUT INTO MY *OWN* LIFE...

...THINGS NEVER SEEMED SO BAD.

FOOD AND RENT ARE HIGHLY OVERRATED.

I WISH I HAD --

PETER!

SOMEONE THOUGHT HE SAW YOU COMING IN HERE.

YOU DO STILL HAVE A CAMERA?

YEAH, BETTY.

THEN *WE'VE* GOT AN ASSIGNMENT. I *COULD'VE* DONE IT MYSELF, BUT I THOUGHT...

ANYWAY, THE GREEN GOBLIN APPEARS TO BE BACK IN TOWN... HE'S AFTER LIZ OSBORN...AND WE'RE ALREADY BEHIND THE CURVE.

THE GOBLIN?

HE ALWAYS COMES BACK TO HAUNT ME.

GWEN... HE TOOK HER AWAY FROM ME... AND IT SEEMS LIKE HE'S TRIED TO TAKE EVERYTHING ELSE FROM ME EVER SINCE.

WAIT! MARY JANE! COULD HE HAVE --? NO!

I'VE GOT TO *SEE* HIM! I'VE GOT TO *KNOW!*

A SHORT TIME LATER, IN THE SHADOW OF THE 59TH STREET BRIDGE...

LIZ!

LIZ OSBORN!

DO YOU *SEE* WHAT YOU'RE CAUSING? ALL THESE POLICE... ALL THIS UNNECESSARY DESTRUCTION!

DO YOU *REALLY* WANT AN INNOCENT LIFE ON YOUR HANDS?

I KNOW *I* DON'T!

STOP RUNNING...

...AND *COME* TO ME!

IT WILL BE QUICK AND PAINLESS!

NO... NO... NO... NO!

LEAVE ME ALONE... GET OUT OF MY LIFE!

I DON'T CARE WHAT YOU WANT OR NEED!

I DON'T CARE!

THERE HE IS, BUT...

...THERE'S SOMETHING NOT QUITE RIGHT.

...SOMETHING ABOUT THE WAY HE'S MOVING... LOOKS LIKE HE'S REALLY HAVING TO WORK TO STAY UP ON THE GOBLIN GLIDER.

HE'S GOT NONE OF NORMAN'S CONFIDENCE AND STRENGTH.

MAYBE THIS IS ALL CONNECTED SOMEHOW.

WHY IS IT THAT EVERY WOMAN WHO EVER CROSSES MY PATH SOMEHOW GETS SUCKED INTO THIS *LIFE* OF HEROES AND VILLAINS?

IT CAN'T BE HARRY, BUT...

...I *DID* JUST RUN INTO HARRY'S HOLOGRAPHIC *GHOST*.

See Amazing Spider-Man 2000 -- Spooky Ralf.

GWEN, MARY JANE, BETTY, LIZ...

WHY?

AND NOW I'VE GOT TO FIGURE OUT WHAT TO DO.

I MEAN... IF THIS GUY ISN'T NORMAN, ISN'T SO TOUGH...

...MAYBE THE POLICE *CAN* HANDLE HIM.

OKAY, LIZ, LET'S SEE IF I CAN DO THIS...

I'M GETTING SOME GOOD SHOTS... AND IF SPIDER-MAN MAKES AN APPEARANCE ON THE SCENE... THEN JONAH WILL... ...I *REALLY* NEED THE MONEY.

TIME FOR PLAN "B."

I CAN'T HAVE YOU RUNNING OFF ANYMORE, SO...

NOPE! I TRY CARRYING YOU AND WE'RE *BOTH* GOING TO SPLATTER ON THE PAVEMENT!

...*WITHOUT* BREAKING YOUR PRETTY LITTLE NECK.

LET'S FINISH THIS UP HERE ON THE BRIDGE!

THAT SHOULD SETTLE YOU DOWN FOR A LITTLE BIT.

FWAM

JUST ENOUGH TIME FOR YOU TO LEAD ME TO THE ANSWERS I NEED.

THE ONES I *WILL* HAVE.

-HUGGPH!- ANSWERS... I... DON'T... KNOW... THE QUESTION!

DO *NOT* GET CUTE WITH ME, MS. OSBORN.

AS YOU *MIGHT* BE ABLE TO TELL, I AM NO GREAT FAN OF YOUR CURRENT SURNAME!

AT LEAST YOU *HAVE* ONE.

WHAT ARE YOU TALKING ABOUT?

YOU KNOW... I HAVE NO TIME FOR *THIS!*

I'M JUST GOING TO TAKE YOU AND YOU WILL SHOW ME *HIS* FILES!

THE OSBORNS OWE ME THAT MUCH!

BUT I'VE GOT TO MAKE SURE YOU DON'T PUT UP A FIGHT.

I *DID* MENTION MY GLIDER ISSUES, DIDN'T I?

THWAPP

WHAT *IS* THAT?

OH...

...IT'S YOU --

OOMPH!

YEAH... SPIDER-MAN... THAT'S ME!

AND EXACTLY WHO ARE YOU?

NO! I WON'T!

YOU DON'T SOUND LIKE THE GOBLIN, DON'T FIGHT LIKE THE GOBLIN...

...AND I'VE GOT TO TELL YOU, SOME AMATEUR WANNABE PUTTING ON THE GREEN GOBLIN COSTUME IS NOT MAKING ME HAPPY!

AND THAT IS THE QUESTION OF THE DAY!

I GUESS, FOR NOW, YOU CAN CALL ME THE GREEN --

NOT TO MENTION THAT I JUST BLEW THE CHANCE AT MAKING ANY MONEY FROM THE BUGLE!

OKAY... FINE, MISTER SPIDER-MAN, I GIVE UP!

I REPENT.

DON'T KNOW WHAT I WAS THINKING!

I'LL JUST LEAVE, GO ABOUT MY BUSINESS AND NEVER BOTHER YOU AGAIN.

OH, BY THE WAY...

...INCOMING!

NOT BAD FOR A WANNABE, IS IT?

I KNOW I'M NOT THE BEST AT THIS, BUT...

...I CAN GET BY WHEN I WANT.

YEAH... WELL, FROM THE WAY YOU'RE FLYING THIS THING... I THINK WE'RE GOING TO BE SWIMMING IN THE EAST RIVER PRETTY SOON!

YOU WANT TO TRY CONTROLLING THIS THING?!

I DIDN'T EXACTLY GET AN INSTRUCTION MANUAL WITH IT!

YOU THINK *THIS* IS MY IDEA OF *FUN?*

SURE, IT'S GOT ITS MOMENTS, BUT --

-- WHAT AM I DOING?

WHO *ARE* YOU?

WHY ARE YOU DOING THIS --?

DON'T *START* WITH ME!

I'VE BEEN HAVING A BAD YEAR!

DO ALL SUPER-HERO/ SUPER-VILLAIN BATTLES END UP IN POINTLESS EXPOSITION?

WELL, I'VE GOT MORE IMPORTANT THINGS TO ATTEND TO.

LET'S SEE IF I CAN REMEMBER HOW THIS GOES.

THUMB GOES HERE...

...POINTY END TOWARD THE TARGET...

...FLICK THE WRIST AND...

...*RAZOR BAT* AWAY!

NO! THE TRAM THAT GOES TO ROOSEVELT ISLAND!

AND *THAT* WAS THE POINT!

LOOK... I HAVE *NO* DESIRE TO KILL INNOCENT PEOPLE, BUT THAT'S WHY THIS CITY IS CRAWLING WITH *HEROES,* RIGHT?

AND I WASN'T DOING TOO WELL AGAINST *YOU.*

STAY OUT OF MY WAY, SPIDER-MAN.

I'LL GET MY ANSWERS AND BE *GONE.*

I PROMISE.

OH, YEAH...AND HOLD ON TIGHT!

SOME TIME LATER...

SORRY IF I WOKE YOU UP, AUNT MAY, BUT I JUST WANTED TO MAKE SURE EVERYTHING IS OKAY.

ME? COULDN'T BE BETTER.

GOT A LINE ON A JOB AND A GREAT PLACE TO STAY.

AS A MATTER OF FACT, I THINK I'M GOING TO HIT THE SACK IN A FEW MINUTES. HAD A EXHAUSTING DAY.

LOVE YOU, TOO.

I SHOULD PROBABLY HEAD OUT TO QUEENS AND CRASH WITH AUNT MAY, BUT...

...I DON'T KNOW IF I COULD BEAR SEEING AUNT ANNA AGAIN.

I DON'T KNOW HOW I CAN EXPLAIN THAT THINGS ARE GOING TO WORK OUT.

MJ IS ALIVE... I *KNOW* IT.

MAN, I WISH I'D GOTTEN RANDY ROBERTSON'S TELEPHONE NUMBER. I COULD'VE TRIED TO CRASH ON HIS COUCH.

WELL, IT'S TOO LATE TO CALL ANYONE TONIGHT. I'LL WAIT AND SEE WHAT THE MORNING BRINGS.

LIKE I SAID...

...THINGS COULDN'T GET WORSE THAN *THIS!*

YI RALF WA HE

HOURS LATER...

YAWN!

MAYBE I SHOULD GIVE GLORY GRANT A CALL... SHE LIVES ***SOMEWHERE*** AROUND HERE, I THINK!

SHE'D PROBABLY LET ME USE HER SHOWER AND CHANGE MY --

MY BACK-PACK?!

WHERE --?

MY COSTUME AND WEB SHOOTERS! THEY'RE...

...GONE!

TO BE CONTINUED...

MARVEL COMICS

#18

WWW.MARVEL.COM

PETER PARKER™ SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

MACKIE
ROMITA JR.
HANNA

In the early morning hours, as sun vies for space with an intermittent storm over the island of Manhattan...

...the Green Goblin hunts.

For several years, this has been the criminal alias created by **Norman Osborn**, a billionaire industrialist with an inventive and evil mind.

But who now wears the Goblin mask?

Norman was lost to insanity in his own mad scheme several months ago.

Harry, his son and heir to the Osborn legacy, was killed by the very formula which gave both him and his father enhanced strength.

So who is this?

At a demonstration on Radiation, high school student PETER PARKER was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power must also come Great Responsibility.

Stan Lee Presents:

PETER PARKER, SPIDER-MAN!

The Curse of the Spider-Man!

Writer
Howard Mackie
Guest Penciler
Graham Nolan
Inker Scott Hanna
Gregory Wright
Colors
RS & Comicraft's
Troy Peteri
Letters
Ralph Macchio
Editor
Bob Harras
Editor in Chief

See the Gathering of Five storyline -- Mad Ralf.

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

ELSEWHERE...

PETER PARKER HAS HIT ROCK BOTTOM.

HIS WIFE, MARY JANE, IS MISSING... ASSUMED DEAD IN A MIDAIR AIRPLANE EXPLOSION.

HE HAS NO MONEY, NO JOB AND SPENT LAST NIGHT SLEEPING IN THE DOORWAY OF AN ABANDONED BUILDING.

HE WOKE UP WITH HIS BODY ACHING AND BRUISED FROM THE PREVIOUS EVENING'S BATTLE WITH THE GREEN GOBLIN ONLY TO FIND THAT HIS BACKPACK, WHICH CONTAINED CERTAIN POSSESSIONS, WAS MISSING.

MORE IMPORTANT THAN THE DRIVER'S LICENSE HE NEVER USES OR THE MAXED OUT CREDIT CARDS HE STILL HAS ON HIS PERSON, WAS THE THING WHICH MAKES PETER PARKER STAND APART FROM ANY OTHER YOUNG MAN...

...HIS SPIDER-MAN COSTUME AND WEB-SHOOTERS.

SPACE AVAILABLE 555-7127

HE'S SPENT THE PAST FEW HOURS WALKING IN THE RAIN AND SEARCHING.

THE SENSE OF URGENCY IS INCREASED TENFOLD NOT ONLY BECAUSE PETER KNOWS THAT THE GREEN GOBLIN IS STILL OUT THERE... STILL A DANGER, BUT...

...BECAUSE HE KNOWS THAT, IN THE WRONG HANDS, HIS WEB-SHOOTERS, THINGS OF HIS CREATION...

...COULD BE MORE DEADLY THAN MOST COULD IMAGINE.

HIS SEARCH CONTINUES.

ONE WAY

MEANWHILE...

FREEZE, DIRT BAGS!

PUT DOWN YOUR *GUN* AND HAND OVER *ALL* YOUR CASH OR I'M GONNA... ER... GONNA...

...GONNA DO *SPIDER* STUFF ALL OVER YOUR FACES!

YEAH! LIKE *THAT'D* WORK! I'D BE BREATHIN' AND EATIN' THROUGH A TUBE BEFORE THE END OF THE DAY IF I TRIED PASSIN' AS THE WEBSPINNER!

NO ONE'S GONNA TAKE ME FOR THE REAL THING!

GOTTA THINK OF A BETTER WAY TO MAKE CASH OUTTA THIS THING.

I CAN'T *BELIEVE* MY LUCK.

THOUGHT THE GUY SLEEPIN' IN THE DOORWAY WAS JUST ANOTHER HOMELESS DUDE.

IF I KNEW HE WAS CARRYING *THIS*, I WOULDA GOTTEN A LOOK AT HIS FACE!

GOTTA THINK.

I'VE GOT TO KNOW *SOMEONE* WHO WOULD WANT TO BUY THIS STUFF.

A SHORT TIME LATER, AT EMPIRE STATE UNIVERSITY...

EMPIRE STATE

IT'S MY OWN FAULT! SLEEPING ON THE STREET! HOW DID THIS HAPPEN TO ME? I COULD HAVE GONE BACK TO AUNT MAY'S -- BUT I NEEDED TIME ALONE TO THINK THINGS THROUGH.

HOW HAVE I SUNK THIS *LOW*?

THERE WERE NO SUPER-VILLAINS INVOLVED, NO MAJOR SCHEME... JUST LIFE.

I'VE GOT TO FIND WHOEVER IT WAS THAT WALKED OFF WITH MY BAG AND HOPE THEY DON'T HURT THEMSELVES WITH THE WEB-SHOOTERS!

AND THEN I'VE GOT TO FIND THE GREEN GOBLIN BEFORE HE MAKES ANOTHER TRY FOR LIZ OSBORN.

WHO *IS* IT THIS TIME?

DEFINITELY NOT NORMAN... OR I'D BE IN EVEN *MORE* PAIN.

I'M PRETTY SURE HARRY HASN'T COME BACK FROM THE GRAVE.

NOT *YET* AT LEAST.

IT ALWAYS COMES BACK TO THEM... THE OSBORNS.

I DON'T NEED THIS RIGHT NOW.

NOT WITH *VENOM* STILL OUT THERE.

AND I *STILL* NEED TO FIND MJ!

I *KNOW* SHE'S ALIVE SOMEWHERE.

PARKER?! IS THAT *YOU?*

PUSH

ALMOST DIDN'T RECOGNIZE YOU, OLD BUDDY. YOU FEELING OKAY?

WELL... NO... OF COURSE YOU'RE NOT... NOT WITH WHAT HAPPENED TO --

IT'S OKAY, *FLASH.* REALLY.

WHAT ARE YOU DOING HERE?

JOB INTERVIEW. THE PHYS ED DEPARTMENT IS HIRING AND *I'M* LOOKING.

THEY'D BE *CRAZY* NOT TO HIRE SOMEONE WITH *MY* QUALIFICATIONS!

I JUST LEFT THE INTERVIEW AND WAS HEADING ACROSS THE QUAD WHEN... *WHAM!* SOME SCRAWNY FRESHMAN SLAMS INTO ME WITH A CUP OF COFFEE. ALL OVER MY NEW JACKET!

YOU KNOW IF WE WERE BACK IN HIGH SCHOOL, I WOULD'VE --

I REMEMBER *EXACTLY* WHAT YOU WOULD HAVE DONE, FLASH.

YEAH, I GUESS *YOU* WOULD.

NICE BUMPING INTO YOU, FLASH, BUT I GOTTA GO.

GOT SOME THINGS I'VE GOT TO WORK OUT.

MEN

SCIEN

WHERE YOU OFF TO, PETE?

ER... I'M HEADING UP TO THE BUGLE AND --

PERFECT! I'VE BEEN MEANING TO GET UP THERE MYSELF.

GOT TO SET THINGS RIGHT WITH *BETTY BRANT.* CAN'T LEAVE UNFINISHED BUSINESS HANGING TOO LONG.

LET'S WALK TOGETHER.

YEAH. THAT'D BE GREAT.

PETE, I HATE SEEING YOU LIKE THIS.

YOU AND ME GO *WAY* BACK.

LET ME GIVE YOU SOME PERSONAL ADVICE...

...THINGS ARE NEVER AS BAD AS THEY LOOK!

NOW I KNOW THINGS ARE PRETTY BAD FOR YOU RIGHT NOW... AND WHO COULD BLAME YOU FOR BEING A LITTLE SELF-INDULGENT... BUT THEY'LL GET BETTER.

TRUST ME... I'VE BEEN THERE!

A FEW MONTHS AGO I WAS ALL MOPEY AND *"WHAT AM I GOING TO DO WITH MY LIFE?" "WHY DOES THIS ALL HAPPEN TO ME?"*

BUT THEN, ONE MORNING, I WOKE UP AND REALIZED... HEY! I'M *FLASH THOMPSON!*

WOMEN WANT ME! MEN WANT TO BE LIKE ME!

AND EVEN THOUGH THAT'S TOO MUCH FOR YOU TO HOPE FOR... IT *WILL* GET BETTER.

GEE! THANKS, FLASH. I FEEL BETTER ALREADY.

NO CHARGE, BUDDY.

LET'S TAKE A CAB. *MY* TREAT!

AT THAT MOMENT...

WHAT DO I SEE WHEN I LOOK IN THE MIRROR?

NOTHING!

AND THAT...

KRASH

...IS UNACCEPTABLE!

TIME FOR ROUND TWO, MS. LIZ ALLAN OSBORN.

AND THIS TIME THERE *WILL* BE ANSWERS!

UGGGPH!

WHY...

...CAN'T...

...I...

...MAKE...

...IT...

...MOVE!

HMMM?

THIS IS GOING TO CALL FOR EXTREME MEASURES!

I KNOW THIS HAS GOTTA BE THE SECRET TO SPIDER-MAN'S WEBS.

ALL I GOTTA DO IS MOVE THIS STUPID LITTLE BUTTON.

YES!

THIS'LL DO!

MEANWHILE...

SO I'M JUST GOING TO TELL HER, "BETTY, WHAT WE HAD WAS FUN, BUT FLASH THOMPSON CAN'T BE TIED DOWN AND FAWNING ALL OVER ONE WOMAN!"

I'M SURE SHE'LL BE CRUSHED, FLASH.

ESPECIALLY SINCE SHE'S BEEN TRYING TO GET RID OF YOU FOR MONTHS!

IT'S THE WAY IT'S GOT TO BE.

GOOD LUCK. NOW I'VE GOT TO GO SEE --

THOSE ARE LIZ OSBORN'S BODYGUARDS STANDING OUTSIDE JONAH'S OFFICE.

THOUGH THEY DIDN'T DO MUCH GOOD WHEN THE GOBLIN SHOWED UP.

LIZ SEEMS TO BE THE MAIN TARGET FOR THE GOBLIN THIS TIME.

MAYBE IF I CAN TALK TO HER, SHE'D BE ABLE TO GIVE ME A CLUE HOW TO FIND HIM.

THERE SHE IS.

SHE'S REALLY STARTING TO LOOK THE PART OF THE CHIEF OPERATING OFFICER FOR A MULTINATIONAL CORPORATION.

HARD TO BELIEVE WE WERE ALL IN HIGH SCHOOL TOGETHER ONCE UPON A TIME WHEN SHE WAS DATING SUPER-JOCK FLASH.

!!

LIZ! I WAS WONDERING IF I COULD TALK TO YOU?

NOT NOW, PETER. I'VE GOT A LOT ON MY MIND.

CAN YOU BLAME HER?

PARKER IS BAD LUCK THROUGH AND THROUGH. *ESPECIALLY* TO ANY OF THE *WOMEN* THAT GET NEAR HIM.

FIRST IT WAS GWEN. NOW *THERE* WAS A *BABE!* DON'T KNOW WHAT SHE EVER SAW IN *HIM* WHEN SHE COULD'VE HAD -- BUT I DIGRESS.

NOW MARY JANE, IN A PLANE CRASH. WHAT A *WASTE!* AND HER A *SUPERMODEL!* I CAN'T BELIEVE ANY OF THEM EVER SAW ANYTHING --

SHUT *UP*, THOMPSON!

WHO THE --?

YOU GOT SOME MOUTH AND *MORE* NERVE THAN BRAINS, FLASH!

YOU ARE THE *LAST* PERSON WHO SHOULD BE WHISPERING BEHIND *ANYBODY'S* BACK!

RANDY?! THE LAST GUY THAT TALKED TO ME LIKE THAT IS --

SAVE THE HOLLOW THREATS FOR THE SCHOOLYARD, FLASH.

YOU CALL YOURSELF A FRIEND? BADMOUTHING A GUY BEHIND HIS BACK WHEN HE'S OBVIOUSLY GOING THROUGH -- WHY AM I EVEN WASTING MY TIME WITH SOMEONE LIKE YOU?

WHAT DO YOU MEAN SOMEONE LIKE ME?

GET OUT OF MY FACE, *FLASH!* FLASH? WHAT KIND OF NAME IS THAT? DON'T WE LEAVE THE SILLY NICKNAMES BEHIND WHEN WE GROW UP? MAYBE SOMEDAY YOU WILL.

DON'T KNOW WHAT'S GOING ON HERE, GUYS, BUT PEOPLE ARE STARTING TO GET NERVOUS.

WHY DON'T WE --

CAN IT, PARKER!

WE'RE NOT DONE, ROBERTSON!

THAT GUY IS... AND ALWAYS HAS BEEN... A JERK.

WHAT WAS THAT ALL ABOUT?

NOTHING.

RANDY? PETER? WHAT ARE YOU GUYS DOING UP HERE?

RANDY... DID YOU TELL ME YOU WERE COMING, SON? IF I FORGOT, I'M --

NO, DAD. NO NEED TO CHECK YOUR APPOINTMENT BOOK.

I WAS ACTUALLY UP HERE HOPING TO RUN INTO PETER.

FINE, BUT I NEED A MOMENT WITH PETER FIRST.

WHAT'S UP, ROBBIE?

I'M AFRAID WE'RE NOT GOING TO BE ABLE TO USE ANY OF YOUR PHOTOS OF THE GREEN GOBLIN FROM LAST NIGHT.

BUT I GOT A BUNCH *WITHOUT* SPIDER-MAN AND --

I KNOW, BUT IT'S MORE THAN THAT. IT'S WHAT LIZ WAS HERE ABOUT.

SHE'S ASKED IF WE WOULD PLEASE NOT BRING ANY FURTHER ATTENTION TO THE GOBLIN AND HIS CONNECTION TO OSBORN INDUSTRIES.

UNDER NORMAL CIRCUMSTANCES, JONAH WOULD HAVE SHOWN ANY OTHER CEO TO THE DOOR, BUT... IT'S LIZ...

...AND THERE IS HER YOUNG BOY TO CONSIDER.

I CAN'T SAY I DISAGREE WITH JONAH. THE STORY WOULD BE SENSATIONALISTIC AT BEST.

I'M SORRY, PETER. BUT WE WILL PAY YOU A KILL FEE. AND IF ANYTHING ELSE COMES UP --

THANKS.

PETER! YOU GOT A MINUTE?

SORRY, RANDY, AFRAID I'M NOT GOING TO BE VERY GOOD COMPANY. I'VE GOT TO FIGURE OUT SOMETHING TO --

I DON'T KNOW, BUT I *THINK* I MIGHT BE ABLE TO HELP YOU.

ACTUALLY, MORE LIKE YOU MIGHT BE ABLE TO HELP *ME*. WELL... WE CAN HELP EACH OTHER.

I'VE GOT THIS BIG PLACE. I CAN'T AFFORD THE RENT, BUT I REALLY WANT TO STAY IN THE CITY.

IT'S NOT THE GREATEST APARTMENT IN THE WORLD, BUT... WOULD YOU CONSIDER SHARING IT WITH ME?

YEAH!

MEANWHILE...

PTOOY

PTOOY

KLANG

THWAP

MAN! IF THAT THING HAD HIT MY *FACE...!*

MAYBE KEEPING THESE AIN'T SUCH A GREAT IDEA!

OUTSIDE THE DAILY BUGLE...

BUGLE FOUNDED 1877

LIZ OSBORN'S BODYGUARDS ARE THE BEST MONEY CAN BUY.

EX-SPECIAL FORCES, EX-SECRET SERVICE... THEY HAVE GUARDED THE RICH AND FAMOUS WORLDWIDE.

THEIR EYES TAKE EVERYTHING IN BEFORE ALLOWING THEIR CLIENT TO MAKE A MOVE.

NOT A PERSON ON THE STREET HAS ESCAPED THEIR WATCHFUL GAZE.

7AM-3:

NOT A CAR, NOT A BUILDING HAS BEEN OVERLOOKED FOR POTENTIAL DANGER.

BUT, THESE EXPERIENCED PROFESSIONALS ARE ABOUT TO LEARN A VERY VALUABLE LESSON IN DEALING WITH A CLIENT WHOSE ENEMIES DO NOT WALK THE STREETS OR SHOOT FROM BUILDINGS.

THEY ARE ABOUT TO LEARN THAT SOMETIMES...

...DEATH CAN COME FROM ABOVE!

NO STANDING

INSIDE...

I JUST WANT TO MAKE SURE THAT YOU KNOW I'M NOT WORKING RIGHT NOW AND --

DON'T WORRY ABOUT IT, PETER.

I KNOW PEOPLE.

I CAN LINE YOU UP WITH WORK, NOTHING FANCY, BUT IT WILL PAY THE RENT. AND THAT IS WHAT WE WANT, RIGHT --?

FRAK

KABOOM

WHAT THE --?!

IT'S THE GREEN GOBLIN! HE'S ATTACKING THE OSBORN WOMAN!
SOMEONE DO SOMETHING!
WE'VE GOT TO CALL 911!
GOOD IDEA! HEAD BACK TO THE BUGLE.
I'M GOING TO SEE IF I CAN GET SOME PHOTOS!
I'VE GOT TO DO SOMETHING!
NO COSTUME... NO WEB-SHOOTERS... BUT LIZ --
I CAN'T BELIEVE I'M ACTUALLY DOING THIS!
BUT...
...A SECRET IDENTITY IS A SECRET IDENTITY!

UNDER *DIFFERENT* CIRCUMSTANCES THIS COULD BE *EMBARRASSING.*

BUT IT'S NOT LIKE I'VE *EVER* HAD TIME FOR AN *EGO!*

IT'S *OVER,* GOBLIN!

OVER?

IT HAS BARELY BEGUN!

AND *WHO* ARE YOU IN THAT *RIDICULOUS* OUTFIT?

FUNNY TO HEAR *ME* ASKING *THAT* QUESTION.

HEY! YOU DON'T SEEM ANY BETTER AT THIS THAN *I* AM!

OVERCOMMITTED MYSELF!

TOO USED TO HAVING THE WEB-SHOOTERS TO SAVE ME IN SITUATIONS LIKE THIS.

TIME TO PROVE THAT I'M MORE THAN JUST A COSTUME AND SOME GADGETS! SOMETIMES IT'S JUST *YOU!*

AGGH!

THAT'S *IT!*

I'VE GOT TOO MUCH GOING ON TO KEEP FOOLING AROUND WITH YOU!

WHO *ARE* YOU? I *KNOW* YOU'RE NOT THE REAL THING, SO --

HA! THAT IS WHAT *I* WANT TO KNOW!

WHO AM I?

HE DID THIS TO ME! TURNED ME INTO THIS *THING!*

GAVE ME THE COSTUME AND THE WEAPONS, BUT...

I AM NOTHING MORE THAN THIS COSTUME!

WHO? WHO ARE YOU TALKING ABOUT?

NORMAN OSBORN! WHO ELSE?!

AND I NEED ACCESS TO OSBORN INDUSTRIES... TO OSBORN'S PERSONAL FILES... AND LIZ OSBORN IS THE ONLY WAY FOR ME TO GET THEM, SO...

HOW CAN YOU BE STANDING UP TO ME? I HAVE THE GOBLIN FORMULA FLOWING THROUGH MY VEINS. NORMAN SAID --

NORMAN WAS A LIAR.

IT'S YOU!

THE COSTUME IS DIFFERENT, BUT I WAS TRAINED TO RECOGNIZE YOU! TRAINED TO FIGHT YOU!

I COULD NEVER FORGET! NOT AFTER ALL THE HOURS I SPENT DRILLING TO GO UP AGAINST YOU... TO MAKE YOU BELIEVE I WAS THE ONE.

TO MAKE THE WORLD BELIEVE THAT NORMAN OSBORN HAD NOTHING TO DO WITH THE GREEN GOBLIN.

YOU?

YOU WERE THE ONE IN THE GREEN GOBLIN COSTUME WHEN NORMAN WAS TRYING TO MAKE THE WORLD BELIEVE HE WASN'T THE GOBLIN.

IF HE WAS SEEN BEING MENACED BY THE GREEN GOBLIN, THEN HE PROVES HIS POINT.

WHAT DO YOU WANT?

I WANT TO KNOW WHO I AM... I WANT NORMAN BACK... I WANT MY FATHER!

HARRY?!

See the concluding chapter of *Spiderhunt* in Spectacular Spider-Man #255 -- Rememberin' Ralf.

I WISH!

MAYBE IF I WAS, THEN NORMAN WOULD HAVE LOVED ME.

MAYBE IF I WAS SOMEONE... ANYONE...

...HE WOULDN'T HAVE CONDEMNED ME TO THIS LIFE OF HORROR.

I WAS SO CLOSE. IF HE HAD ONLY TOLD ME THIS WOULD HAPPEN...

...TOLD ME HOW TO GET THE STABILIZING FORMULA WHEN HE WAS GONE.

HE WANTS A SON... AN HEIR.

I WANTED A FATHER... IF ONLY HE HAD TOLD ME HOW... I WOULD HAVE BEEN HERE FOR HIM WHEN HE RETURNED.

BUT IT'S TOO LATE!

THE FORMULA IS EATING AWAY AT MY BODY.

I HAVE FAILED HIM.

JUST LIKE HARRY DID. POOR HARRY.

LET ME HELP YOU. I CAN --

NO! NEVER FROM YOU!

HE HATES YOU! WHY ELSE WOULD YOU OCCUPY HIS EVERY WAKING MOMENT?

IT'S TOO LATE ANYWAY. MY TIME IS OVER. IF ONLY I HAD LASTED UNTIL HE HAD RETURNED.

AND HE IS COMING BACK, SPIDER-MAN.

ARE YOU READY?

READY FOR THE REAL THING?

A SHORT TIME LATER...

YOU'RE GOING TO BE JUST FINE, LIZ. LET ME HELP YOU TO YOUR CAR.

THANKS, FLASH.

LIZ, PLEASE? CAN WE TALK?

PETER... NO.

I'M SORRY, BUT I JUST CAN'T HAVE YOU IN MY LIFE.

I KNOW YOU MUST BE DEVASTATED BY WHAT HAPPENED TO MARY JANE, BUT LOOK AT IT, PETER.

LOOK WHAT HAPPENS TO EVERYONE YOU GET CLOSE TO.

I'VE GOT NORMIE TO THINK ABOUT. I'VE GOT *SO* MUCH TO THINK ABOUT.

I'M SORRY.

WHY DON'T ANY OF THEM UNDERSTAND?

MARY JANE IS *ALIVE.*

SHE'S *GOT* TO BE!

NO STANDING

THE PARKER RESIDENCE...

MS. PARKER... MAY PARKER?

YES... HOW CAN I HELP YOU?

WE'RE FROM PAN GLOBAL AIRLINES. WE'VE BEEN TRYING TO CONTACT A MR. PETER PARKER FOR WEEKS WITH NO SUCCESS.

WE HAVE SOMETHING FOR HIM.

OH MY!

AT THAT MOMENT...

YOU GOT THE MONEY?

OH YEAH!

MY COUSIN JIMMY SAID YOU'D BE THE GUY TO TURN THIS SPIDER-MAN STUFF OVER TO!

HAVE FUN WITH IT, BUT...

...BE CAREFUL WITH THE SHOOTERS! THEY'RE BUGGIN'!

BEEN A PLEASURE DOING BUSINESS WITH YOU.

YES. IT HAS.

THE END

MARVEL COMICS

THE AMAZING SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

#19

WWW.MARVEL.COM

MACKIE
LARSEN
BEATTY

VENOM® THROUGH THE LOOKING GLASS!

At a demonstration on Radiation, high school student PETER PARKER was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power must also come Great Responsibility. S T A N L E E P R E S E N T S :

THE AMAZING SPIDER-MAN!

MIRRORIM

Did you ever feel, in the wee hours of the night, that your life was closing in on you?

Hard to tell nightmare from reality as shadows stretch forward threatening to engulf you.

Your eyes open, but you still might be asleep.

Sometimes you've just got to go with it and hope that it **IS** a dream.

Peter Parker is having one of those nights.

And it's only going to get **WORSE!**

Howard Mackie
Erik Larsen
John Beatty
story and art

RS & Comicraft's Troy Peteri
letters

Gregory Wright
colors

Ralph Macchio
editor

Bob Harras
chief

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

AND WE'RE NOT TALKING ABOUT JUST THE NIGHTMARE!

HUH?

WHAT THE --?

DON'T BOTHER STRUGGLING, HERO!

YOU DON'T STAND A PRAYER OF WINNING!

VENOM?

MYSTERIO?

THE GREEN GOBLIN?

THE HOBGOBLIN?

CARNAGE?

THIS CAN'T BE HAPPENING!

IT'S A DREAM!

IS IT?

OR IS IT THE REALITY THAT...

...YOU ARE THE REASON WE KEEP COMING BACK?

MAYBE YOU ARE THE ONLY REASON YOUR LIFE IS SO FOULED UP!

STOP BLAMING US, PARKER. WE DON'T MAKE YOU PUT THE COSTUME ON AND FIGHT CRIME.

YOU'RE DOING IT FOR YOU!

YOU'RE FIGHTING YOURSELF!

NOOOO!

CHILL OUT!

YOU KNOW THEY'RE RIGHT.

YOU *ARE* YOUR OWN WORST ENEMY AND, ULTIMATELY...

...AT THE END OF THE DAY...

...WITHOUT *THEM* AND *ME*...

...YOU ARE *NOTHING!*

NO!

NO!

IT WAS ONLY A DREAM.

ONLY...

YOU OKAY, PETE?

SOUNDED LIKE A *BAD* ONE.

YEAH, *RANDY*. GUESS I SHOULDN'T HAVE LET YOU TALK ME INTO THE DOUBLE ANCHOVIES PIZZA.

I DREAMED THAT JENNIFER LOPEZ WAS ON OPRAH DISCUSSING HOW HER GREAT UNFULFILLED DESIRE WAS TO DATE J. JONAH JAMESON.

I'M GOING TO STICK TO WATCHING *ROSIE* FROM NOW ON.

YOU'RE A STRANGE DUDE, PARKER. GIVING ME SECOND THOUGHTS ABOUT THIS ROOMMATE THING.

TOO LATE NOW.

GO BACK TO BED.

A FEW MINUTES LATER...

WHAT'S HAPPENING TO ME?

PULL IT TOGETHER, *PETER!*

YOU'VE GOT TOO MUCH GOING ON TO START LOSING IT NOW.

GOT TO GET A JOB, OR RANDY ISN'T GOING TO BE KEEPING YOU AROUND AS A ROOMMATE FOR LONG.

VENOM, ONE OF MY MOST RUTHLESS AND POWERFUL ENEMIES, IS OUT THERE READY TO POUNCE, AND...

...MY COSTUME AND WEB-SHOOTERS ARE MISSING... STOLEN WHILE I SLEPT ON THE STREET.

EVEN LESS TIME LATER...

AND WHAT ABOUT *YOU, MARY JANE?*

WHERE *ARE* YOU?

EVERYONE... ALL MY FRIENDS... THE PRESS... THEY ALL BELIEVE YOU WERE KILLED IN THE PLANE WHEN IT EXPLODED IN MID-AIR.

ME... I KNOW BETTER.

YOU JUST *CAN'T* BE DEAD.

I *NEED* YOU.

AND RIGHT NOW I'D LIKE TO USE ALL MY POWERS AS *SPIDER-MAN* TO FIND YOU, BUT...

...WITHOUT THE COSTUME I'M JUST A GUY WHO CRAWLS UP WALLS.

LIKE ANYONE IS GOING TO TAKE *ME* SERIOUSLY.

I'M PRETTY SURE I'VE GOT A SPARE COSTUME HIDDEN AWAY IN THE ATTIC AT *AUNT MAY'S* HOUSE IN QUEENS.

SO... FIRST THINGS FIRST. GOT TO PRIORITIZE...

GET COSTUME.

FIND WIFE.

BEAT UP BAD GUYS.

HAVE A LIFE.

ELSEWHERE...

EDDIE BROCK.

BEEN A LONG TIME SINCE I THOUGHT OF MYSELF IN THE FIRST PERSON SINGULAR.

NOT SINCE THE LUCKY DAY I FOUND MY ALIEN SYMBIOTE AND *I*...

...BECAME *WE*.

EDDIE BROCK BECAME...

...*VENOM!*

BUT *LOOK* AT *US!*

IS THIS ALL *WE* WANT?

TO GO FROM CITY TO CITY... FROM DIVE TO DIVE LOOKING FOR *SOMEONE* TO PEEVE US ENOUGH FOR US TO WANT TO GET REVENGE ON THEM?

TO *KILL* THEM?

EDDIE BROCK *USED* TO HAVE A LIFE... A CAREER... A *WIFE!*

I WANT THEM AGAIN!

I WANT *HER* BACK!

AT THAT MOMENT, IN THE APARTMENT OF ANN WEYING, EDDIE BROCK'S EX-WIFE...

WHAT'S HAPPENED TO ME?

I WAS NEVER LIKE THIS.

WHY?

I'VE GOT TO DO IT.

I KNOW I CAN.

IT'S A SIMPLE THING.

THIS IS *ALL* IN MY HEAD.

IT'S ALL IN MY HEAD.

IT'S ALL IN MY HEAD.

IT'S ALL IN MY HEAD.

IT'S ALL IN MY HEAD.

IT'S ALL...

...IN MY --

FWAM

NO!

I CAN'T... I CAN'T... I CAN'T...

WHY?

FOREST HILLS, QUEENS...

THE OLD PARKER HOMESTEAD.

JUST BEING NEAR IT REMINDS ME OF UNCLE BEN'S PRACTICAL JOKES AND AUNT MAY'S HOTCAKES.

IT'S TOO EARLY TO WAKE AUNT MAY UP.

SO... IF I CAN JUST USE MY NIFTY SPIDER POWERS TO SNEAK UP INTO THE ATTIC, FIND MY OLD COSTUME AND WEB-SHOOTERS AND GET OUT WITHOUT WAKING AUNT MAY OR AUNT ANNA --

PETER?

JILL?

JILL STACY? WHAT ARE YOU DOING HERE?

ISN'T THAT ONE OF MJ'S OLD NIGHTSHIRTS?

ER, YEAH... SORRY.

I WAS OUT LATE LAST NIGHT AT A PARTY NEARBY AND LOST MY KEYS.

THE LIGHT WAS ON HERE, SO...

...AUNT MAY LET ME CRASH.

WHAT ABOUT YOU? WHAT ARE YOU DOING SNEAKING AROUND?

PETER DEAR!

IT'S SO WONDERFUL TO SEE YOU!

LET ME MAKE YOU SOME BREAKFAST!

AUNT MAY...?

WHAT'S GOING ON WITH JILL?

PLEASE, PETER, KEEP YOUR VOICE DOWN.

I'M CONCERNED ABOUT JILL.

WHY? WHAT'S UP WITH HER?

I'M NOT SURE, PETER, BUT SHE SHOWED UP IN THE MIDDLE OF THE NIGHT, RINGING THE DOORBELL, PRACTICALLY IN TEARS AND CALLING FOR MARY JANE...

YOU THINK SHE WAS DRINKING?

I DON'T KNOW ***WHAT*** TO THINK, BUT I THINK SHE IS A VERY CONFUSED AND UPSET YOUNG LADY.

I THINK IT WOULD DO HER A LOT OF GOOD TO TALK TO SOMEONE. I THINK MAYBE ***BOTH*** OF YOU NEED TO TALK TO --

SHE'S MJ'S BEST FRIEND... SHE'S UPSET... THE BEST THING THAT CAN HAPPEN IS FOR MJ TO RETURN. I --

OH, PETER. PLEASE... DON'T DO THIS.

PLEASE, AUNT MAY... I'M DOING FINE.

I KNOW YOU ALL THINK I'M IN DENIAL ABOUT MJ BEING GONE, BUT... YOU'LL SEE SOON ENOUGH.

SHE'LL BE BACK.

I CAME BY TO PICK UP SOME OF MY OLD STUFF FROM THE ATTIC. I'LL ONLY BE A MINUTE.

A FEW MOMENTS LATER...

BLECH!

I CAN'T BELIEVE ***THIS*** IS THE ONLY COSTUME I'VE GOT LEFT!

I ***HATE*** THIS THING DEEP DOWN BECAUSE IT REMINDS ME SO MUCH OF THE SYMBIOTE THAT LATER GRAFTED ITSELF TO EDDIE BROCK AND BECAME ***VENOM.***

AND THEN...

I'M SORRY IF I WAS SHORT WITH YOU, AUNT MAY, BUT...

...I DON'T WANT YOU TO WORRY ABOUT ME. OKAY?

IT'S WHAT I *DO*, DEAR. IT'S WHAT I'VE *ALWAYS* DONE.

HEY, PETER, YOU MIND IF I WALK ALONG WITH YOU FOR A WHILE?

NO!

ER, YEAH... SURE, JILL. LOVE THE COMPANY.

YOU KNOW MJ... EVEN *NOW* SHE'S HAVING A *MAJOR* INFLUENCE ON MY LIFE.

I MEAN, THIS WHOLE THING HAS REALLY MADE ME STOP AND EXAMINE MY LIFE.

HALF THE TIME WE WALK AROUND WHINING AND MOANING LIKE WE'RE IN OUR THIRTIES OR *WORSE!*

LIFE IS *TOO* SHORT, PETER.

MJ KNEW THAT.

IT'S ABOUT HAVING *FUN!*

HEY! THIS IS MY HOUSE! WHY NOT POP IN AND SAY HI TO MY DAD.

HE'S BEEN ASKING ABOUT YOU *LOTS* LATELY.

SAYS YOU NEVER COME AROUND ANYMORE.

ER... MAYBE ANOTHER TIME, JILL. ER...

...I'VE GOT SOME THINGS TO DO.

AND I CAN'T EVEN THINK ABOUT LOOKING AT ARTHUR STACY AFTER SEEING HIM WILLING TO ASSASSINATE SENATOR WARD.

SEE YA!

YEAH.

AUNT MAY IS RIGHT. THERE'S SOMETHING GOING ON WITH JILL, BUT WHAT?

In issue #12 -- Senator Ralf.

LATER THAT DAY...

NO!

NO
NO
NO
NO
NO

NOT HIM!

PLEASE NOT HIM!

I CAN'T...

HONEY, I'M HOME!

IT'S YOUR EVER-LOVING *EDDIE* HERE TO TAKE YOU OUT FOR A NIGHT ON THE TOWN!

WHAT'S THE MATTER, BABE?

YOU LOOK TERRIBLE... I MEAN THAT IN A *GOOD* WAY... I MEAN YOU'RE STILL AS BEAUTIFUL AS ALWAYS, BUT... ER...

...I'M GOING TO SHUT UP NOW.

PLEASE... EDDIE... LEAVE... I CAN'T TAKE THIS... NOT NOW... I CAN'T!

LISTEN... I KNOW THINGS HAVE BEEN STRANGE, BUT... I WANT TO CHANGE.

I WANT... I WANT...

...A *LIFE!*

I WANT *OUR* LIFE BACK... I WANT *YOU!*

IF YOU GAVE ME A CHANCE... IF YOU HELPED ME... THE SYMBIOTE... IT --

NO!

YOU'RE NOT LISTENING TO ME!

I... *CAN'T!*

I'M SORRY. I'VE NEVER BEEN GOOD AT THIS STUFF. LET'S JUST GO OUT. GET A BITE TO EAT? OR --

LEAVE ME *ALONE!* DON'T YOU UNDERSTAND?

ACTUALLY... NO.

I CAN'T LEAVE THIS APARTMENT... HAVEN'T BEEN ABLE TO IN *MONTHS.*

EVER SINCE... EVER SINCE... YOU LET THAT *THING* BIND WITH ME... I'M AFRAID...

...SO AFRAID.

AT THAT MOMENT...

...SOMEWHERE OVER THE TOWERING ROOFTOPS OF MANHATTAN...

I WONDER IF I PUT *ON* A FEW POUNDS SINCE THE LAST TIME I WORE THIS COSTUME?

IT'S FEELING A LITTLE SNUG AROUND THE MID-SECTION.

NOW... WHAT TO DO FIRST?

WHAT I *REALLY* NEED IS SOME HELP TRACKING DOWN *WHO* STOLE MY COSTUME AND WEB-SHOOTERS.

I NEVER WAS THE WORLD'S GREATEST DETECTIVE.

MORE OF AN IN-YOUR-FACE KIND OF A SUPER HERO!

NORMALLY I'D TURN TO *ARTHUR STACY*, PRIVATE INVESTIGATOR, FOR SOMETHING LIKE THIS, BUT...

...I DON'T FEEL COMFORTABLE AROUND HIM ANYMORE.

NOT WHEN HE WAS WILLING TO KILL A UNITED STATES SENATOR AND NOT CLUE ME INTO EXACTLY *WHY!*

THOUGH ARTHUR WOULD BE *LOTS* OF HELP IN TRACKING DOWN THE TRUTH ABOUT WHO'S KIDNAPPED MJ.

HMMMM?

I'VE GOT TO THINK ON THIS ONE.

MEANWHILE...

WHAT YOU NEED IS SOME *FRESH AIR* AND *LIGHT* IN THIS PLACE. IT'S LIKE A *CAVE!*

YOU WERE *ALWAYS* THE DAY PERSON OF THE TWO OF US!

NO!

IT'S GOING TO BE OKAY, BABY.

I PROMISE.

EDDIE'S GOING TO MAKE IT ALL BETTER.

WHATEVER IT IS.

NO. NO.

NO.

NOT HIM.

THE *SYMBIOTE!*

HOW COULD YOU BRING *IT* HERE?!

AFTER... WHAT... IT... DID TO...

NO.

WHAT ARE YOU TALKING ABOUT? THE *SYMBIOTE?* I --

THERE!

OH.

I SEE.

DON'T YOU WORRY, BABE.

IF *THAT'S* WHO'S BUGGING YOU...

...JUST SIT BACK, RELAX AND...

...I'LL HANDLE HIM BUT *GOOD!*

NO... EDDIE... IT'S *YOUR* SYMBIOTE.

I WAS *WRONG!*

IT'S HERE. WITH *YOU.*

REACHING OUT FOR ME!

CALLING TO ME!

WANTS TO BE PART OF ME AGAIN.

LIKE *BEFORE.*

I CAN'T GO THROUGH THAT.

Back in Venom: Sinner Takes All limited series -- Limited Ralf.

NOT AGAIN.

I CAN'T.

MAYBE I'VE JUST GOT TO SUCK IT UP AND CONFRONT ARTHUR ABOUT THE SENATOR WARD THING.

I'D RATHER *NOT* GO AROUND THINKING OF ARTHUR AS A COLD-BLOODED KILLER.

I *KNOW* THERE'S SOMETHING MORE TO WARD AND I *COULD* USE ARTHUR'S HELP --

EXCUSE ME, SPIDER-MAN, BUT...

...YOU'RE SCARING MY WIFE, SO...

...TIME TO DIE!

ACTUALLY... LONG *PAST* TIME!

OOLPH!

VENOM!

CAME OUT OF THE BLUE WHILE I WAS LOST IN MY THOUGHTS!

DOESN'T HELP THAT HE DOESN'T TRIGGER MY SPIDER-SENSE BECAUSE OF MY ONCE BEING BOUND TO HIS SYMBIOTE.

A SPIDER-SENSE WHICH *IS* GOING *WILD* AS THE PAVEMENT IS GETTING *WAY* TOO CLOSE!

REALLY ONLY GOING TO HAVE *ONE* SHOT AT THIS ONE.

GOT TO TRY AND SNAG A WEB LINE BEFORE --

LOOK! UP IN THE SKY! IT'S A BIR --

YES! AND I BELIEVE THAT WOULD BE -:SNIFF SNIFF:- A FINE PIECE OF PEPPERMINT GUM!

DON'T! IT'S *VENOM*, SO JUST *RUN!*

YOU KNOW, BROCK, I SHOULD ACTUALLY *THANK* YOU FOR THIS.

YOU SAVED ME *ALL* SORTS OF TIME AND TROUBLE TRACKING YOU DOWN, HAVING TO FIND SOME SORT OF INGENIOUS WAY OF GETTING PAST THAT ALIEN SYMBIOTE...

OH, YOU CAN THANK ME LATER --

NO! WAIT! YOU *CAN'T*...

...BECAUSE I'LL BE HAVING YOUR *BRAINS* AS AN APPETIZER TO THE MEAL I'LL BE SHARING WITH MY *WIFE!*

YOU *ARE* THE ROMANTIC TYPE, AREN'T YOU, EDDIE?

WHAT WOULD *YOU* KNOW ABOUT ANYTHING LIKE *ROMANCE?*

HERE I AM TRYING TO *CHANGE*... TURN OVER A NEW LEAF... TRYING TO GET MY LIFE BACK...

...AND YOU'VE GOT TO TRACK ME DOWN!

WHAT WERE YOU DOING... TRYING TO MAKE ME LOOK BAD IN FRONT OF MY WIFE?

AND FOR SOME REASON SHE'S SCARED TO DEATH OF YOU!

JUST MAKES ME REALIZE THAT YOU'RE NEVER GOING TO LET ME CHANGE, SO...

...I MIGHT AS WELL KILL YOU AND GET ON WITH MY LIFE.

WAY

ALL I WANT IS TO HAVE *ANN* BACK.

IS THAT *TOO* MUCH TO ASK? TO BE ABLE TO LIVE A NORMAL LIFE WITH MY *WIFE?*

NO. IT'S NOT.

EXCUSE ME?

WHAT CAN I DO TO HELP YOU?

ARE YOU SERIOUS?

A MAN DESERVES A CHANCE AT A NORMAL LIFE WITH HIS WIFE.

EVERY MAN DOES... EVEN *YOU.*

ARE YOU KIDDING ME? IS THIS SOME SORT OF TRICK?

NO. I UNDERSTAND WHAT YOU'RE GOING THROUGH... MORE THAN YOU CAN EVER IMAGINE.

I NEVER THOUGHT OF JUST ASKING... GUESS WE BOTH JUST ACT ON INSTINCT... BUT I THINK ALL YOU HAVE TO DO IS STAY AWAY FROM HER.

SHE SEEMED PRETTY UNNERVED BY YOUR APPEARANCE.

OKAY. I'LL DO IT.

REALLY?

YUP! BUT JUST FOR *TODAY.* YOU'RE STILL A WANTED FELON. I'M GOING TO HAVE TO TRY AND BRING YOU DOWN.

TRY IF YOU WANT, BUT JUST STAY AWAY FROM MY WIFE --

AAAIIIE!

ANN!

I *KNOW* I'M GOING TO LIVE TO REGRET THIS ONE.

MOMENTS LATER...

KRAK

ANN?!

WHERE ARE YOU, BABE --?

ANN?

NO.

HE DID THIS!

IF IT WASN'T FOR *HIM* THIS *NEVER* WOULD HAVE HAPPENED!

HE TOOK MY *WIFE* FROM ME! NOW...

...*WE* ARE GOING TO TAKE *EVERYTHING* AWAY FROM HIM!

THE END

MARVEL COMICS

#19

WWW.MARVEL.COM

PETER PARKER™ SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

MACKIE
LARSEN
BEATTY

TURNING POINT!

At a demonstration on Radiation, high school student PETER PARKER was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power must also come Great Responsibility.

Stan Lee Presents:

PETER PARKER, SPIDER-MAN!

THE BOX

It is just a box.

An inanimate object made of pressed metal.

Just a box.

Flown halfway around the world by a certain airline, bearing contents destined for a small house in Forest Hills, Queens.

A box.

And when it's opened by Peter Parker...

...his world will change forever.

Howard Mackie
John Romita Jr.
Scott Hanna
story & art

Joe Rosas
colors

letters
RS & Comicraft's Troy Peteri

Ralph Macchio
editor

Bob Harras
chief

© 2017 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

BUT FOR PETER, THE YOUNG MAN WHO IS SPIDER-MAN, THE DAY BEGINS NOT WITH AN EARTH-SHATTERING REVELATION, NOT WITH THE APPEARANCE OF THE LATEST SUPER-VILLAIN...

...BUT LIKE ANY OTHER IN HIS YOUNG LIFE.

QUIETLY.

OUCH!

YOU'D THINK I'D HAVE GOTTEN THE HANG OF THIS SEWING THING.

IT'S NOT LIKE THIS IS THE FIRST COSTUME I'VE HAD TO MAKE FOR MYSELF.

IT'S ACTUALLY KIND OF RELAXING... RECREATING THE COSTUME AND WEB-SHOOTERS THAT WERE STOLEN FROM ME LAST WEEK.

In issue #18 of Amazing Spider-Man -- Relaxing Ralf.

MAKES THINGS SEEM NORMAL FOR A CHANGE.

NOT THAT ANYTHING ABOUT OUR LIVES IS EVER COMPLETELY NORMAL... RIGHT, MJ?

BUT DON'T YOU WORRY, KIDDO... THEY WILL BE!

I'M GOING TO FIND WHOEVER KIDNAPPED YOU AND FAKED YOUR DEATH IN THAT AIRPLANE EXPLOSION...

...AND THEN, AFTER I PUT AWAY VENOM, AND A FEW OTHER SUPER-VILLAINS, FIND WHOEVER STOLE MY OLD COSTUME AND WEB-SHOOTERS AND...

...SAVE THE WORLD A FEW TIMES, YOU AND I ARE GOING TO HAVE A NICE AND NORMAL LIFE!

Amazing Spider-Man #13 -- Ralf again.

I CAN'T BELIEVE EVERYBODY IS BUYING INTO THIS YOU'RE BEING DEAD THING.

DON'T THEY KNOW ALMOST NO ONE IN MY LIFE STAYS DEAD FOREVER?

I CAN'T BELIEVE THAT...

...I'M TALKING TO YOU AND YOU AREN'T EVEN HERE!

YEEOOW!

IT WOULD BE SO MUCH EASIER IF I COULD BUY THESE THINGS OFF THE RACK!

KNOK KNOK

YO, PETE!

YOU ALONE IN THERE?

HOW ABOUT COMING OUT AND JOINING THE PARTY!

GOT A FEW FRIENDS OVER WHO ARE DYING TO MEET MY NEW ROOMMATE!

PETE?

CAN'T LET RANDY SEE THIS STUFF!

IT'S A REALLY BAD IDEA TO LET YOUR NEW ROOMIE KNOW THAT IN YOUR SPARE TIME YOU DRESS UP IN TIGHTS AND GO SWINGING OVER THE CITY FIGHTING CRIME.

YOU KNOW... WHEN I THINK OF IT LIKE THAT...

...IT JUST SOUNDS WEIRD!

CRAK

SEE! THIS IS WHAT I GET FOR GETTING ALL CUTE WITH THE NEW WEBBING!

OOPS! THERE GOES MY SHARE OF THE SECURITY DEPOSIT!

PETE? YOU OKAY IN THERE?

WHAT'S ALL THAT NOISE?

HOPE YOU DON'T MIND, BUT...

...I'M COMING IN!

WHOA! NO LOCK ON THE DOOR!

PETE? ARE YOU O --

HEY, RANDY! WHASSUP!

OOPS! SORRY! JUST LISTENING TO A TAPE SOMEONE SENT TO ME AND --

TAPE?

WELCOME TO THE NEW MILLENNIUM, BUDDY... IT'S THE AGE OF *MP3*.

I'LL SET YOU UP WITH A BUDDY WHO CAN GET ONE FOR YOU *CHEAP!*

ANYWAY! I'VE GOT A FEW FRIENDS OVER. COME OUT AND HANG.

GIVE ME A MINUTE.

A *LOCK!* GET A *LOCK!*

A FEW MINUTES LATER...

WHOA! HE SAID A *FEW* FRIENDS!

57TH ST

MADISON

PETER! OVER HERE!

I WANT TO INTRODUCE YOU TO A FEW PEOPLE!

EVERYONE...

...THIS IS THE NEW GUY WHO HELPS ME DODGE THE LANDLORD... PETER PARKER!

ER... RANDY, YOU KNOW THIS IS JUST TEMPORARY... UNTIL THE THING WITH MJ --

YEAH... RIGHT.

HI, I'M CHANTAL, I... I WENT ON A FEW AUDITIONS WITH YOUR... WITH MARY JANE. SHE WAS THE MOST BEAUTIFUL AND LEAST COMPETITIVE MODEL I'VE EVER MET.

I... SHE... IT'S A SHAME.

LOOK AT THEM ALL.

THEY ALL THINK THEY KNOW.

THINK THEY KNOW ME AND WHAT'S HAPPENED TO MJ.

THEY DON'T HAVE A *CLUE* ABOUT WHAT OUR LIFE IS LIKE.

IT'S OKAY. IT'S JUST A TEMPORARY THING. SHE'LL BE BACK.

ER... YEAH.

HOW SURPRISED ARE THESE ACTORS AND MODELS GOING TO BE WHEN THEY HAVE TO START LOOKING OVER THEIR SHOULDERS FOR MJ PARKER AGAIN?

PETE, I WANT YOU TO MEET ***SHEA TINKER,*** HACKER SUPREME WHO'S TRYING TO WALK THE STRAIGHT AND NARROW.

SHEA, THIS IS PETE.

UH HUH.

YOU WANT TO TALK TO SHEA, YOU BEST DO IT ONLINE.

HE'S WIRED IN TO EVERYTHING KNOWN TO MAN.

AS A MATTER OF FACT, I SET HIM UP WITH MY DAD AT THE DAILY BUGLE. HE'S HELPING THEM SET UP A HOME PAGE AND SOME OTHER TOP-SECRET STUFF.

Go to www.marvel.com for the complete scoop -- Hi-Tech Ralf.

YEAH, BUT IF I TOLD YOU... I'D HAVE TO KILL YOU.

UH HUH. I'D ALWAYS MEANT TO TRY THE HACKING THING. BE GREAT TO BE ABLE TO GET IN AND PLAY AROUND WITH MY CREDIT RATING AND COLLEGE GRADES.

YOU WANT?

I COULD MAKE YOU DEBT FREE AND A 4.0 WITH A COUPLE OF KEY STROKES.

UH, NO... THANKS ANYWAY. I WAS JUST KIDDING.

WHATEVER.

RANDY, I'VE GOT TO GIVE MY AUNT MAY A CALL. SHE WAS EXPECTING ME FOR DINNER TONIGHT AND I'M *WAY* LATE.

SORRY, DUDE, BUT SHEA HAS GOT THE LINE TIED UP. I CAN'T ASK HIM TO SIGN OFF IN THE MIDDLE OF A DOWNLOAD.

SHE ONLINE? I COULD E-MAIL HER FOR YOU.

ER... NO.

I'LL CALL HER FROM A PAY PHONE.

HEY, PETE, BEFORE YOU GO... I WAS WONDERING IF YOU COULD DO ME A FAVOR?

SURE.

IT'S *GLORY GRANT.*

ALL THESE YEARS I'VE BEEN COMING UP TO SEE PAPA JOE AT THE BUGLE AND I NEVER NOTICED WHAT A BABE SHE IS.

I WAS WONDERING IF... IF SHE'S NOT SEEING ANYONE RIGHT NOW... OR EVEN IF SHE IS...

YOU WANT ME TO PUT IN A GOOD WORD FOR YOU WITH GLORY?

DO IT AND I'LL PICK UP NEXT MONTH'S ELECTRIC BILL.

DONE!

AT THAT MOMENT, IN FOREST HILLS, QUEENS...

OH, BOTHER...

...IT'S STILL BUSY! AND I'M SURE I HAVE THE CORRECT NUMBER FOR PETER'S NEW HOME.

P

Q

BILL + JANE

PAULA PUNDIT

Peter + Mary Jane

(212) 555-7758

RALPH PUGLIONICCI

HOW COULD ANYBODY STAY ON THE PHONE FOR SO LONG?

I REALLY WOULD LIKE TO GIVE HIM SOME WARNING BEFORE HE COMES WALTZING IN THE DOOR AND FINDS THAT.

THE WAY HE'S BEEN ACTING LATELY... NOT ACCEPTING WHAT HAPPENED TO MARY JANE... I... I...

I SO WISH THAT THE AIRLINE HADN'T DROPPED IT OFF HERE. IT'S JUST SITTING THERE.

BUT WE SHOULD OPEN IT, MAY. WE SHOULD FIND OUT IF --

NOT WITHOUT PETER.

DON'T WORRY, ANNA DEAR, WE'LL FIND MY NEPHEW SOON ENOUGH.

I HOPE.

MAYBE ONE OF HIS FRIENDS WILL KNOW WHERE HE IS.

A SHORT TIME LATER...

I CAN'T BELIEVE THIS NEIGHBORHOOD!

NOT A WORKING PAY PHONE TO BE FOUND.

GUESS I'M GONNA GET A CHANCE TO ROAD-TEST THE NEW COSTUME AND WEB-SHOOTERS ON MY WAY OUT TO QUEENS.

HEY! YOU IN THE SHADOWS!

GET OUT WHERE I CAN SEE YOU, YOU *PERVERT!*

I'LL CALL THE COPS ON YOU!

PEEPING IN INNOCENT GIRLS' WINDOWS LIKE THAT! DON'T THINK I DON'T KNOW YOUR TYPE! I'VE SEEN THEM ALL MY LIFE --

DON'T YOU TRY RUNNING AWAY! I'M CALLING 911 RIGHT NOW!

THEY *KNOW* ME THERE!

I'M SURE THEY DO.

THIS NEW LIVING SITUATION IS GOING TO TAKE SOME GETTING USED TO.

I'VE GOT TO FIND SOME WAY TO SNEAK IN AND OUT OF THE APARTMENT WITHOUT RANDY, OR ANY NOSY NEIGHBORS LEARNING THAT THE NEWEST RESIDENT HAS A SECRET IDENTITY AS NONE OTHER THAN...

...SPIDER-MAN!

THINGS WILL BE A LOT SIMPLER WHEN IT'S JUST ME AND MARY JANE AGAIN.

DAD? *JOSEPH ROBERTSON,* EDITOR IN CHIEF OF THE DAILY BUGLE, DOWN IN ALPHABET CITY? *WHAT* WILL THE NEIGHBORS THINK?

I DIDN'T EVEN THINK YOU KNEW HOW TO FIND THE PLACE!

PLEASE, RANDY, DON'T START.

I NEED TO SEE PETER.

OF COURSE YOU DO. HOW CRAZY OF ME TO THINK THAT YOU'D TRAVEL ALL THE WAY DOWNTOWN JUST TO VISIT YOUR SON.

RANDY...

PETER'S AUNT HAS BEEN TRYING TO REACH HIM ALL NIGHT, BUT THE PHONE LINE HAS BEEN BUSY.

SHE'S WORRIED SICK ABOUT HIM. WORRIED ABOUT WHAT SHE HAS TO TELL HIM.

PETE TOOK OFF. WHAT'S UP?

HAVEN'T YOU NOTICED THAT PETER IS JUST NOT ACCEPTING MARY JANE'S DEATH? THE KID IS IN A TOTAL STATE OF DENIAL. NOT THAT I CAN BLAME HIM, BUT...

DAD, EVERYONE'S NOTICED IT, BUT YOU'VE GOT TO CUT THE GUY SOME SLACK. I MEAN TO LOSE HER THE WAY HE DID...

I DON'T HAVE TIME TO EXPLAIN.

HAVE FUN WITH YOUR FRIENDS.

IT'S ALL GOING TO HIT THE FAN OUT IN QUEENS TONIGHT AND I'M GOING TO SEE IF I CAN HELP.

YOU WAIT, DAD...

...I'M COMING WITH YOU!

ELSEWHERE...

MJ WATSON SAYS LIPS THAT TOUCH CIGARETTES WILL NEVER TOUCH MINE DON'T DO IT TIGER

GET OUT!

GET OUT OF THE CAR... NOW!

WAIT! PLEASE! LET ME TAKE MY --

SHUT UP! YOU TAKE NOTHIN'!

KRAK

MORON!

YOU'RE BEING CAR-JACKED!

CALL YOUR INSURANCE COMPANY AND GET YOURSELF A NEW RIDE!

NO! WAIT! MY --

HONK

HONK

...BABY!

JEEZ! NEVER EVEN SAW 'IM!

DIME SAVINGS BANK OF NEW YORK

SCREEEEEEE

NEWS TALK RADIO

WHAT THE --?

JUST YOUR *FRIENDLY NEIGHBORHOOD SPIDER-MAN* DOING WHAT HE DOES -:UGPH:- BEST!

NOW, IF YOU DON'T -:UGPH:- MIND...

...DESPITE HAVING THE PROPORTIONATE STRENGTH OF A SPIDER...

-:ARRRGH:-

...THIS THING IS *HEAVY!*

SO IF YOU COULD SEE YOUR WAY CLEAR TO GETTING OUT OF THE WAY...

NEWSTALK RADIO

THANKS!

HEY! WHERE YOU GOING? YOU'RE IN NO CONDITION TO --

MY CAR! I'VE GOT TO --

THUMP

IT'S ONLY A *CAR.* IT'S NOT WORTH YOUR LIFE. WE'LL GET THE PARAMEDICS TO CHECK YOU OUT AND THEN --

NO! I'VE GOT TO STOP THEM... MY...

...MY LITTLE GIRL, JESSIE, IS IN THE BACK SEAT!

SHE'S *ALL* I'VE GOT SINCE... MY WIFE JUST DIED... I HAVEN'T EVEN TOLD JESSIE YET... DIDN'T THINK SHE COULD DEAL WITH IT...

...CHILDREN HAVE A PROBLEM ACCEPTING THE TRUTH.

YOU COULDN'T POSSIBLY UNDERSTAND.

YOU'RE RIGHT... I CAN'T.

WHERE THE HECK IS *HE* GOING TO?

MEANWHILE, IN QUEENS...

DING DONG

FRIENDS GATHER AROUND THE PARKER HOUSEHOLD TO LEND THEIR SUPPORT.

JILL AND ARTHUR STACY'S FAMILY HAVE BEEN FRIENDS OF THE PARKER'S EVER SINCE PETER'S ILL-FATED ROMANCE WITH JILL'S COUSIN AND ARTHUR'S NIECE GWEN.

GLORY GRANT...

...BETTY BRANT...

...AND BEN URICH...

THE ROBERTSON FAMILY.

JONAH AND MARLA JAMESON.

ALL GATHERED TO HELP MAY PARKER WHEN PETER DOES ARRIVE HOME.

HELP HER AND HIM...

...DEAL WITH THE CONTENTS OF THE BOX.

DEAL WITH THE TRUTH.

ELSEWHERE...

DADDY! MOMMY!

I WANT MY MOMMY AND DADDY!

SHUT UP!

YOU WERE SUPPOSED TO CHECK THE BACK SEAT! NOW WHAT ARE YOU GOIN' TO DO?

GOT TO GET RID OF HER IS ALL.

DUMP HER AT THE NEXT CORNER --

SCREEEE

WHAT THE --?

OH, MAN! WE DIDN'T NEED THIS!

YOU HAVE BOTH...

THWAPP THWAPP

...BEEN VERY, VERY BAD!

WHAT ARE WE GOING TO DO ABOUT YOU?

TAK STAMPS

JESSIE!

DADDY!

MOMMY IS GONNA BE SO SCARED.

DADDY...

...IS MOMMY COMING BACK FROM THE HOSPITAL?

I WISH SHE WERE, JESSIE. I REALLY DO.

I DON'T CARE IF HE IS SOME SORT OF *SUPER-* HERO...

...I'M NOT DOING TIME FOR *KIDNAPPING!*

IN *FACT...*

THWARP

THWARP

...YOU ARE!

AND YOU'RE LUCKY, AFTER WHAT YOU JUST PULLED, I DON'T DO WORSE!

YEAH, YEAH, YEAH! JUST LET US DOWN.

I HATE HEIGHTS!

BUMMER.

BUT DON'T WORRY...

...I'M SURE THE COPS WILL GET YOU DOWN BEFORE THE WEBBING DISSOLVES.

AT LEAST I HOPE THEY DO.

DISSOLVES! WHAT?!

DADDY... I WANT TO SEE MOMMY.

I KNOW YOU DO, JESS.

BUT... I... WE... WE'VE GOT TO TALK ABOUT MOMMY.

WHAT ABOUT *THEM?*

LET 'EM DANGLE AND SWEAT IT BEFORE WE GET A LADDER UP TO 'EM TO CUT 'EM DOWN.

JERKS DESERVE IT FOR PUTTING THE POOR GUY AND KID THROUGH THIS, TODAY OF ALL DAYS.

POOR GUY. NOW HE'S GOTTA TELL THE KID ABOUT HER MOM *HERE.*

CAN YOU BELIEVE *ANYONE* COULD HAVE THAT KIND OF LUCK?

BUT, DADDY, I DON'T *WANT* MOMMY TO BE GONE.

I KNOW, JESS, NEITHER DO I. BUT WE ALL KNEW SHE WAS SICK.

AND WE KNEW THAT SOMEDAY THIS WAS GOING TO HAPPEN.

BUT I DIDN'T WANT IT TO!

I WANTED HER TO GET BETTER EVEN THOUGH THE DOCTORS SAID SHE WOULDN'T.

SO DID I.

BUT SOMETIMES, NO MATTER HOW HARD WE WANT THINGS TO BE A CERTAIN WAY, THEY JUST DON'T TURN OUT LIKE THAT

AND EVEN THOUGH SHE'S GONE, IT'S OKAY FOR US TO STILL LOVE HER AND TO MISS HER.

I *DO* MISS HER, DADDY.

SO DO I, KIDDO.

SOME TIME LATER...

AUNT MAY!

I'M HOME!

I --?

HEY... WHAT'S EVERYONE DOING HERE?

A SURPRISE PARTY?

PETER, DEAR... SOME MEN STOPPED BY FROM THE AIRLINE AND --

SO WHAT?

MJ AND I WILL BE TALKING PLENTY TO THE AIRLINE... *THROUGH OUR LAWYER...* AFTER SHE GETS BACK!

COME ON, PETER, JUST LISTEN TO YOUR AUNT.

SHE'S JUST TRYING TO HELP YOU.

HELP ME, BETTY? JUST LIKE THE AIRLINE IS?

NO OFFENSE, BUT *HOW?*

NONE OF YOU SEEM TO UNDERSTAND.

AND YOU KNOW WHAT? YOU'RE NOT GOING TO UNDERSTAND UNTIL MJ COMES BACK... AND SHE WILL!

PETER, WE'RE NOT TRYING TO HURT YOU.

WE *ALL* CARE ABOUT YOU. IT'S WHY WE'RE HERE.

AND I APPRECIATE THAT, BUT...

...RIGHT NOW I NEED A SHOWER AND TO BE ALONE.

PETE --

NOT YOU, RANDY. DON'T!

YOU CAN'T KEEP RUNNING FROM THE TRUTH, SON.

SOMETIMES, NO MATTER HOW MUCH IT HURTS, YOU'VE JUST GOT TO FACE IT AND --

NO! ARTHUR, YOU DON'T GET IT.

OH MY, PETER, LOOK -- IT'S MARY JANE'S SISTER, GAYLE, HER FAMILY, AND NIECE, CHRISSIE.

GOOD. I'M GLAD. WE HAVEN'T SEEN THEM IN A WHILE.

NOW, I WANT *EVERYONE* TO HEAR WHAT I HAVE TO SAY.

MY WIFE... MARY JANE WATSON PARKER...

...IS NOT DEAD!

I *KNOW* ALL EVIDENCE POINTS IN THAT DIRECTION.

NEWS OF THE MID-AIR EXPLOSION AND ALL THAT.

BUT SHE *CAN'T* BE DEAD.

I'VE ALREADY LOST MY PARENTS...

...UNCLE BEN AND GWEN.

SHE...

I...

I JUST *CAN'T* BE THE KIND OF GUY THAT THIS STUFF ALWAYS HAPPENS TO.

I *WON'T* BE.

IF YOU COULD SEE THE LOOKS ON YOUR FACES...

...YOU'D KNOW WHY I CAN'T BE THAT GUY.

WHY I WON'T BE.

I DON'T NEED TO SEE WHAT'S IN THE BOX. NOTHING IN THERE WILL CONVINCE ME.

SHE'S ALIVE.

IT'S THE ONLY POSSIBILITY.

PETER?

YOU KNOW I'D *NEVER* DO *ANYTHING* TO HURT YOU.

DO YOU REMEMBER, AFTER YOUR PARENTS DIED... BLESS THEIR SOULS... HOW YOU JUST WOULDN'T BELIEVE YOUR UNCLE BEN AND ME?

ALWAYS WAITING FOR A LETTER FROM SOME EXOTIC LOCALE... OR RUSHING TO THE TELEPHONE... LOOKING AROUND EVERY CORNER...

...YOU *KNEW* THEY WERE ALIVE.

UNCLE BEN... AND HOW I WISH HE WERE HERE TODAY... HELPED YOU THROUGH THOSE TIMES.

BUT, PETER... IT WAS THE SAME DENIAL YOU'RE GOING THROUGH RIGHT NOW.

IT'S PAINFUL. UNBEARABLY PAINFUL.

AND IT'S UNDERSTANDABLE.

BUT IT'S GOT TO BE DONE.

YOU HAVE TO DO THIS, PETER.

YOU HAVE TO OPEN THE BOX AND ACCEPT WHAT YOU ***KNOW***, IN YOUR HEART OF HEARTS, IS TRUE.

I -- I CAN'T, AUNT MAY. SHE CAN'T --

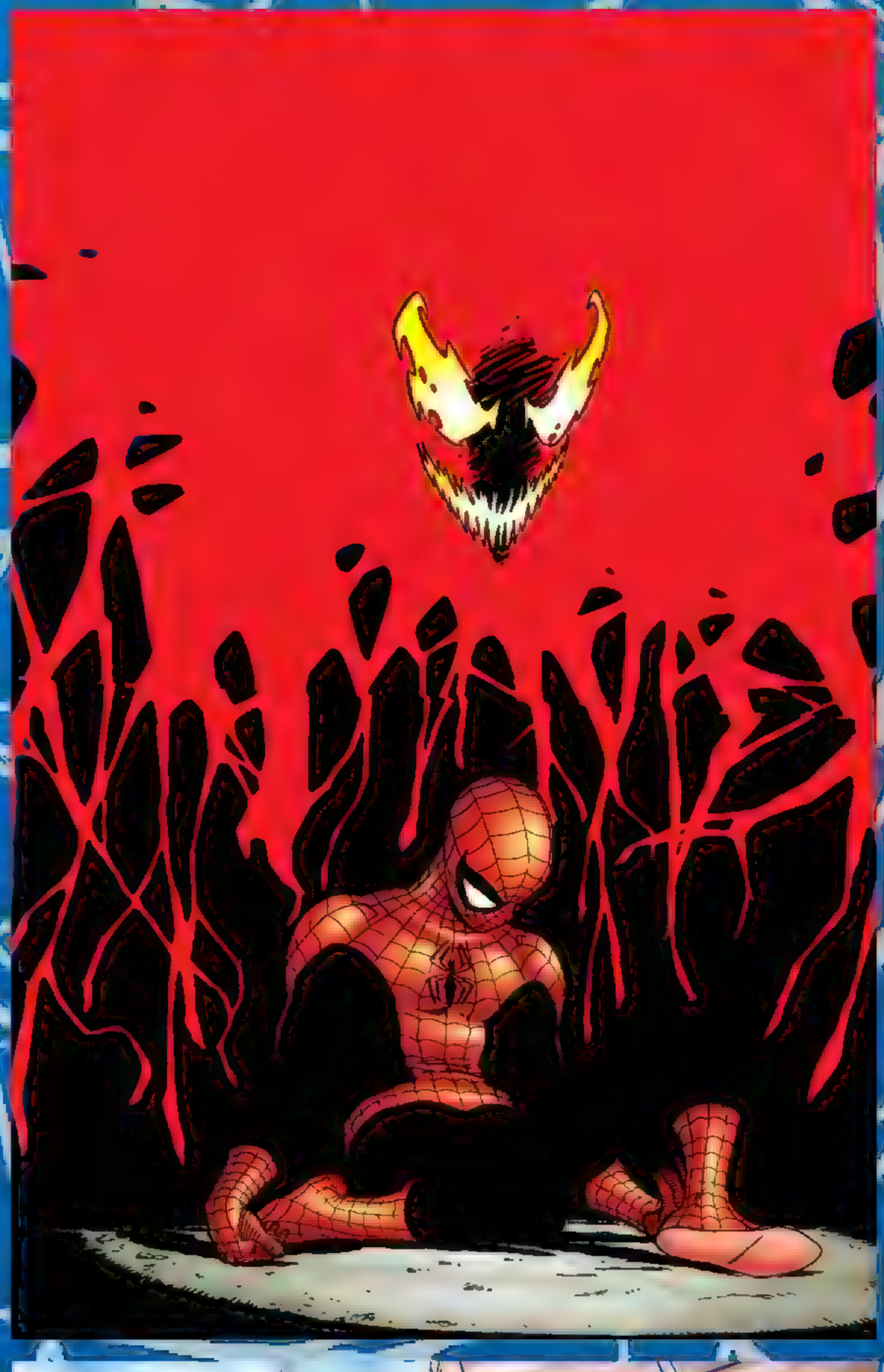
WE'LL DO IT TOGETHER. YOU KNOW I'M ALWAYS HERE FOR YOU.

I'M GOING TO MISS HER, AUNT MAY.

WE ***ALL*** WILL, PETER.

END

GATE 10



NOLAN!

JANSON

MAS...

MAS...

The new era of friendly neighborhood excitement continues!

If popularity is based on how many bad guys you've got gunning for you, then Spidey wins hands down over any other hero — bar none! This third volume of Spidey's late-'90s relaunch is proof of that — as evidenced by blazing battles against Electro, Mysterio, Kraven, Venom, the Green Goblin, Carnage, the Ghost, the Hulk, the Thing and more!

Collecting *Amazing Spider-Man (1999) #13-19* and *Annual 2000*, *Peter Parker: Spider-Man (1999) #13-19* and *Spider-Woman (1999) #9* — written by Howard Mackie, John Byrne and Gregory Wright; and illustrated by John Byrne, Erik Larsen, Klaus Janson, Andy Kuhn, Lee Weeks, John Romita Jr. and Graham Nolan.

MARVEL